

RESOLUTION

WHEREAS, the New Jersey Medical and Health Sciences Restructuring Act (P.L. 2012 c. 45) (hereinafter the “Act”) integrates all units of the former University of Medicine and Dentistry into Rutgers, the State University of New Jersey, except for the School of Osteopathic Medicine and University Hospital (“UH”) (which shall operate as a stand-alone entity), effective July 1, 2013; and

WHEREAS, the Act provides that UH is a body corporate and politic and instrumentality of the State of New Jersey; 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, the Act provides that the Board of Directors (hereinafter the “Board”) shall have the power to appoint and regulate the duties and procedures of committees, standing or special, as it may deem necessary or conducive to the efficient management and operation of the hospital; and

WHEREAS, the Act provides that the Governor of New Jersey shall designate one member of the Board as Chairperson (the “Chairperson”); and

WHEREAS, the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”) call for the Chairperson to appoint the chairpersons and members of all standing committees pursuant to Article IV (with the exception of the Compensation Committee); and

WHEREAS, the Clinical Affairs Committee of the Board is charged with assisting the Board in:

i. Consideration of such matters as may be appropriate, including the operation, services, budget, quality, compliance, patient safety, and educational programs of the Hospital and the

requirements for the establishment and operation of auxiliary organizations and volunteer services at the Hospital;

ii. Establish a formal means of liaison to assure effective communication among the Board, administration, the Medical Staff, and the surrounding community of the Hospital;

iii. Review and grant initial appointment, reappointment, and renewal or modification of clinical privileges, among such other dues;

WHEREAS, the Chairperson and Members identified to serve on the Clinical Affairs Committee will meet four times a year, or when necessary at the call of the Committee Chair; now therefore.

BE IT RESOLVED, that the Clinical Affairs Committee shall herein after be renamed the Quality of Care Committee and shall have all the responsibilities that were assigned to the Clinical Affairs Committee;

BE IT FURTHER RESOLVED, that the Chairman of the UH Board of Directors hereby appoints the Chair and Members of the Quality of Care Committee, who shall serve for a term of one year as of this date effective immediately, as follows:

QUALITY OF CARE COMMITTEE

Donald DiFransceco, Chair
James M. Orsini, M.D., Member
Robert Johnson, M.D., Member

January 23, 2014



RESOLUTION

WHEREAS, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter the "Act") integrates all units of the former University of Medicine and Dentistry ("UMDNJ") into Rutgers, the State University of New Jersey, except for the School of Osteopathic Medicine and University Hospital ("UH") (which shall operate as a stand-alone entity), effective July 1, 2013; and

WHEREAS, the Act provides that UH is a body corporate and politic and instrumentality of the State of New Jersey; 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, the Board shall also hire, fire, and fix salaries for all employees of University Hospital; and

WHEREAS, the Bylaws of University Hospital in Newark, New Jersey (the "Bylaws") provide for the appointment of UH officers as the Board may determine from time to time; and

WHEREAS, on September 25, 2009 UMDNJ entered into a Corporate Integrity Agreement (the "CIA") with the Office of Inspector General of the United States Department of Health and Human Services (the "OIG"); and

WHEREAS, on July 1, 2013 UH will assume the obligations of the CIA subject to the modifications of that certain Letter Agreement from Lee Penninger, Senior Counsel with the OIG, dated June 17, 2013 (the "Letter Agreement"); and

WHEREAS, the Letter Agreement requires that UH appoint an Interim Chief Compliance Officer (CCO) to satisfy the requirements of Section III.A.I of the CIA; and

WHEREAS, the INTERIM CCO will report directly to the President and Chief Executive Officer of UH; make periodic reports, at least quarterly, to the Audit Committee of the Board; and shall be authorized to report to the Board at any time; and



UNIVERSITY HOSPITAL

Newark, New Jersey

WHEREAS, the INTERIM CCO shall be responsible for developing and implementing policies, procedures, and practices designed to ensure compliance with the requirements of the CIA and with Federal health care programs; and

WHEREAS, the INTERIM CCO shall be a member of the senior management of UH and shall not be subordinate to the General Counsel or Chief Financial Officer; and

WHEREAS, the INTERIM CCO shall establish and chair a UH Compliance Committee; now therefore

BE IT RESOLVED, that the Board appoints JOHN RAS as Interim Chief Compliance & Privacy Officer of UH, effective January 7, 2014.

January 28, 2014



RESOLUTION

RESOLUTION ACKNOWLEDGING AND APPROVING UNIVERSITY HOSPITAL'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 FOR CRITICAL INFRASTRUCTURE IMPROVEMENTS AND UPGRADES; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF ANY AND ALL AGREEMENTS IN CONNECTION WITH THIS UNDERTAKING, IMPLEMENTING AND FINANCING THE PROJECTS IN THE FORM(S) APPROVED BY THE OFFICERS OF THE INSTITUTION EXECUTING SUCH AGREEMENT(S); AND DESIGNATING AND AUTHORIZING THE OFFICERS OF THE INSTITUTION TO TAKE THE AFOREMENTIONED ACTIONS AND TO TAKE ANY AND ALL SUCH OTHER ACTIONS DEEMED NECESSARY OR DESIRABLE TO UNDERTAKE, IMPLEMENT AND FINANCE THE PROJECTS

WHEREAS, the University of Medicine and Dentistry of New Jersey ("UMDNJ") anticipated renovating Critical Infrastructure and Upgrades at University Hospital (the "Renovation Project"); and

WHEREAS, UMDNJ anticipated that the Renovation Project would cost over \$37,000,000; and

WHEREAS, on March 19, 2013 the UMDNJ Finance, Investment, and Administration Committee and Board of Trustees reviewed the Renovation Project and adopted a Resolution approving the Renovation Project; and

WHEREAS, UMDNJ's construction of the Renovation Project was subject to and contingent upon provision of a grant by the State of New Jersey through the New Jersey Educational Facility Authority (the "Authority") Higher Education Facilities Trust Fund program ("HEFT Program") to pay for all or a portion of the Renovation Project; and

WHEREAS, the Secretary of Higher Education (the "Secretary") required that institutions seeking grants under the HEFT program submit an application (the "Application") for such grants, and a copy of the institutions' governing body's resolution confirming the institution's promises to (i) use the grant funds for the specified purpose, and (ii) operate and maintain the subject project, which was timely done by UMDNJ; and

WHEREAS, on April 29, 2013, the Secretary advised the New Jersey Legislature of the names of the grantees and approved projects, and such list included the Renovations Project in the amount of \$37,000,000; and

WHEREAS, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. c. 45) hereinafter (the “Act”) created University Hospital (UH”) as a separate independent entity, a body corporate and politic and an instrumentality of the State of New Jersey; 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 Act, as of July 1, 2013, UH succeeded to the assets and liabilities relating to University Hospital from UMDNJ; and

WHEREAS, the Board of Directors (the “Board”) of UH desires to approve the undertaking, implementation and financing of the Renovation Project; and

WHEREAS, as successor to UMDNJ, UH has been advised by the Authority that a resolution of the Board of UH is required, whereby it agrees to (i) use the grant funds for the specified purpose, and (ii) operate and maintain the subject project; and

WHEREAS, UMDNJ’s application for a HEFT grant for the Renovation Project has been approved in the amount of \$37,000,000.00 and on January 23, 2014, the UH Committee on Governance and Ethics reviewed the proposed Renovation Project, and recommended that the Board of University Hospital memorialize its agreement to undertake certain required actions;

WHEREAS, the Board has determined that the Renovation Project will assist in serving the community and providing a benefit to UH; and

WHEREAS, the Board desires to finance all or a portion of the Renovation Project through the HEFT Program; and

WHEREAS, all or portion(s) of the Renovation Project may be financed by bonds issued by the Authority which bear tax-exempt interest for federal income tax purposes (“Tax-Exempt Bonds”), commercial loans or funds otherwise available to UH; and

WHEREAS, in order to provide maximum flexibility and most efficient borrowing costs, the Board wishes to authorize financing the Renovation Project through HEFT issuance of Tax-Exempt Bonds, commercial loans and funds otherwise available to UH or any combination thereof (the “Financing Structure”); and

WHEREAS, the Board desires to authorize certain officers of UH to take all action necessary or beneficial to accomplish the financing and completion of the Renovation



Project and other costs of issuing any debt including, Tax-Exempt Bonds or other financings (“Financing Costs”).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF UNIVERSITY HOSPITAL AS FOLLOWS:

SECTION 1. The Board approves the Renovation Project and authorizes the undertaking, implementation and financing of the Project in a maximum aggregate amount not to exceed **\$37,000,000** (including Financing Costs).

SECTION 2. The Board approves the financing of all or any portion of the Renovation Project through the HEFT Program. The Board approves the funding of the Renovation Project through such Program in accordance with the application submitted by UMDNJ and authorizes and directs the herein defined Authorized Officers to execute the Project with such changes, modifications and additions as are approved by the Authorized Officers and such changes, modifications and additions shall be conclusively evidenced by the submission of the Application to the Secretary. The Board acknowledges and agrees that approval and receipt of funds pursuant to the Program(s) will obligate the Institution to: (a) provide funds for the operation and maintenance of the Project, (b) contribute to the cost of the Project; and (c) fulfill other conditions imposed under the Program and hereby directs and authorizes the Authorized Officers to certify such acknowledgement and agreement as part of the submitted Application. The Authorized Officers are hereby authorized and directed to fulfill all conditions of the Proposed Program including without limitation providing for the operation and maintenance of the Project and using available funds of the Institution to pay for such operation and maintenance and to satisfy conditions of the Proposed Program to contribute to the cost of Projects and/or debt service on Tax-Exempt Bonds issued to fund the Proposed Program(s) from available funds of the Institution.

SECTION 3. The Board further approves the financing of all or any portion of the Renovation Project with Tax-Exempt Bonds, commercial loans and other funds made available through the HEFT Program to UH.

SECTION 4. The Chief Executive Officer-President and Chief Financial Officer (each an "Authorized Officer") are each hereby authorized and directed to approve, execute and deliver any and all agreements necessary to undertake, implement and finance the Project and any and all other financing documents and instruments in the form approved by the Authorized Officers executing the same in the name of and on behalf of the Institution, in as many counterparts as may be necessary, and to affix or impress the official seal of the Institution thereon and to attest the same and such execution and attestation will be conclusive evidence of the approval of the form and content of such agreements and other documents and instruments necessary to undertake, implement and finance the Project and to pay Financing Costs including through the financing thereof. The Authorized Officers are further authorized and directed to do and perform such other acts and to take such other actions as may be necessary or required, or which may be deemed to be appropriate to implement the purposes of this resolution to undertake, implement and finance the Renovation Project and Financing Costs and the payment and/or repayment thereof.



SECTION 5. This Resolution is a declaration of the official intent of UH that UH reasonably expects and intends to reimburse expenditures for costs of the Renovation Project paid prior to issuance Tax-Exempt Bonds or other tax-exempt debt issued to fund the Projects/Programs [“Applicable Tax-Exempt Debt”] in accordance with Treasury Regulation Section 1.150-2 and that the maximum principal amount of the Tax-Exempt Debt expected to be issued to finance costs of the Project including amounts is no greater than \$37,000,000.00 (including Financing Costs).

SECTION 6. All resolutions, orders and other actions of the Board of UH in conflict with the provisions of this resolution to the extent of such conflict are hereby superseded, repealed or revoked.

SECTION 7. This Resolution shall take effect immediately; and be it further

RESOLVED: That no further approvals by the Board are necessary to implement this Resolution.

January 28, 2014

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

WHEREAS, University Hospital has adopted Policy entitled Legal Commitment Authority which requires the approval of the Board of Directors for purchases under a waiver of advertising in excess of \$1,000,000; and

WHEREAS, in accordance with this Policy, the following contract is submitted for review and approval:

<u>Vendor</u>	<u>Services</u>	<u>Terms</u>
Deloitte & Touche LLP (HW14-104 – Technical & Professional)	A GAP Analysis to assess and assist in the implementation of the corrective action plan for Medicare short stay inpatient claims.	Total not to exceed: \$350,000 February 1, 2014 – May 15, 2014 Funding Source: Operating Budget

WHEREAS, the Associate General Counsel has reviewed and approved this action as to form and legality;

NOW THEREFORE BE IT RESOLVED, that the University Hospital Board of Directors, accepts, and approves the aforementioned contract.

January 28, 2014