



RESOLUTION

WHEREAS, as part of the implementation of the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45), on July 1, 2013, the New Jersey Health Care Facilities Financing Authority (the “Authority”) issued, on a tax-exempt basis, its \$147,510,000 Revenue Bond Anticipation Notes, University Hospital (“UH”) Issue, Series 2013A (the “Series 2013A Notes”); and

WHEREAS, in order to facilitate continuing compliance with the federal income tax requirements relating to the tax-exempt status of the Series 2013A Notes, UH, in consultation with the Attorney General of the State of New Jersey, the Authority and UH bond counsel have determined that it is best practices for UH to adopt procedures for monitoring the activities of UH to ensure that UH does not engage in any activities which could jeopardize the tax-exempt status of the Series 2013A Notes (hereinafter “Procedures”); and

WHEREAS, the Governance and Ethics Committee of the Board of Directors of UH, acting on behalf of the full Board of Directors of UH in accordance with Article IV of the Bylaws of UH adopted on July 1, 2013 (the “Bylaws”) determined that it was in the best interests of UH that UH adopt Procedures; and

WHEREAS, the Governance and Ethics Committee of the Board of Directors of UH, acting on behalf of the full Board of Directors of UH in accordance with the Bylaws: (a) adopted the Procedures entitled “Post Issuance Tax Compliance Procedures for Use of Tax-Exempt Bond Financed Property and Proceeds” which are attached hereto as Exhibit A (hereinafter the “UH Post Issuance Procedures”) on November 7, 2013, and (b) appointed Thomas Daly, UH’s Chief Financial Officer, as UH’s Tax Compliance Designee (as such term is defined in the UH Post Issuance Procedures); and

WHEREAS, pursuant to Article IV of the Bylaws, the acts of the Governance and Ethics Committee acting on behalf of the full Board of Directors of UH are subject to the ratification of the full Board of Directors of UH; and

WHEREAS, the Board of Directors of UH, having considered the foregoing, and having reviewed the UH Post Issuance Procedures adopted by the Governance and Ethics Committee has determined that the adoption of the UH Post Issuance Procedures by the Governance and Ethics Committee and the appointment of Thomas Daly as UH’s Tax Compliance Designee were in the best interests of UH and should be ratified;

NOW THEREFORE BE IT RESOLVED, that the adoption of the UH Post Issuance Procedures and the appointment of Thomas Daly as UH’s Tax Compliance Designee by the Governance and Ethics Committee acting on behalf of the full Board of Directors of UH is hereby ratified and approved, *nunc pro tunc*, as though the full Board of Directors of UH had voted and approved such adoption on November 7, 2013.



UNIVERSITY HOSPITAL

Newark, New Jersey

**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>
The Stone Center of New Jersey, LLC (HW14-092 – Technical & Professional)	Purchase of lithotripsy and cystoscopy services to University Hospital Medicaid patients.	Total not to exceed: \$1,200,000 July 1, 2013 – June 30, 2014Funding 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.

November 19, 2013