



RESOLUTION

WHEREAS, as a consequence of Public Law 2012, c. 45, the New Jersey Medical and Health Sciences Education and Restructuring Act (the “Act”), UH became a body corporate and politic and a separate and distinct instrumentality of the State of New Jersey; and

WHEREAS, as a consequence of the Act, the Foundation of the University of Medicine and Dentistry of New Jersey (“UMDNJ”), which previously supported all of the operations of UMDNJ, including the operations of UH, was merged into the New Jersey Health Foundation; and

WHEREAS, as a consequence of the foregoing merger, there is no longer a foundation whose purpose expressly includes support of UH; and

WHEREAS, the Board of Directors has determined that it would be in the best interests of UH to establish a charitable foundation to raise funds to support the operations of UH (the “Foundation”).

NOW THEREFORE BE IT RESOLVED, that a charitable foundation known as the “Foundation for University Hospital” shall be established; and

BE IT FURTHER RESOLVED, that the sole purpose of the Foundation shall be to support the operations of UH and UH’s public mission to provide a comprehensive healthcare program and healthcare services to the greater Newark community, including outreach and mobile health services, in accordance with the spirit and intent of the “Agreements Reached Between Community and Government Negotiators Regarding New Jersey College of Medicine and Dentistry and Related Matters of April 30, 1968,” as well as services in collaboration with the Newark based schools of Rutgers Biomedical and Health Sciences; and

BE IT FURTHER RESOLVED, that the several officers of UH, and each of them, is hereby authorized to take such actions as are necessary and sufficient to establish the Foundation in accordance with the foregoing; and

BE IT FURTHER RESOLVED, that all actions taken by the several officers of UH, and each of them, prior to the date hereof in pursuit of the foregoing are hereby ratified and confirmed.

May 20, 2014



RESOLUTION

WHEREAS, UH has been awarded \$37,000,000 (the “Grant”) by the Secretary of Higher Education of the State of New Jersey to complete certain capital improvements at UH; and

WHEREAS, the Grant is disbursed from proceeds of tax-exempt bonds issued by the New Jersey Educational Facilities Authority (the “State-Backed Bonds”); and

WHEREAS, because the State-Backed Bonds are issued as tax-exempt bonds, the provisions of the Internal Revenue Code of 1986, as amended, and the regulations adopted thereunder (collectively, the “Federal Tax Law Requirements”) must be satisfied during the term of the State-Backed Bonds; and

WHEREAS, because the Grant is funded by State-Backed Bonds, UH understands that it has an obligation to comply with the Federal Tax Law Requirements throughout the term of any State-Backed Bonds in order for the tax-exempt status of such State-Backed Bonds to be maintained, even though the term of the State-Backed Bonds may be longer than the term of the Grant; and

WHEREAS, in accordance with the foregoing and pursuant to the Grant, UH has agreed to adopt post-issuance compliance policies and procedures (the “UH NJEFA Post Issuance Procedures”) in order to assist it in fulfilling its obligations to comply with the Federal Tax Law Requirements applicable to the State-Backed Bonds; and

WHEREAS, the Board of Directors of UH has reviewed the proposed UH NJEFA Post Issuance Procedures attached hereto as Exhibit A and has determined that the adoption of the proposed UH NJEFA Post Issuance Procedures and the appointment of Tom Daly as UH’s NJEFA Tax Compliance Officer as set forth in the proposed UH NJEFA Post Issuance Procedures are in the best interests of UH.

NOW THEREFORE BE IT RESOLVED, that the proposed UH NJEFA Post Issuance Procedures are hereby adopted; and

BE IT FURTHER RESOLVED, that the appointment of Tom Daly as UH’s NJEFA Tax Compliance Officer as set forth in the UH NJEFA Post Issuance Procedures is expressly approved.

May 20, 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 for blanket waivers; and

WHEREAS, in accordance with this Policy, the following FY 2015 waivers are submitted for review and approval:

<u>Vendor</u>	<u>Services</u>	<u>Terms</u>
Various (UH-W15B-001 Sole Source)	Blanket waiver request for vendors identified and approved in Grant Awards to University Hospital.	Based on proposals: FY 2015 Total not to exceed: \$700,000
Various (UH-W15B-002 Favorable Terms)	Blanket waiver request for the purchase of equipment, supplies, and services through established group purchasing contracts.	Based on proposals: FY 2015 Total not to exceed: \$60,000,000
Various (UH-W15B-003 Perishable Goods)	Blanket waiver request for the purchase of blood and blood products on behalf of the UH Blood Bank and UH Pharmacy.	Based on proposals: FY 2015 Total not to exceed: \$7,000,000
Various (UH-W15B-004 Sole Source)	Blanket waiver request for the purchase of various organs for transplant.	Based on proposals: FY 2015 Total not to exceed: \$2,000,000



Various

(UH-W15B-005 Sole Source)

Blanket waiver request for the purchase
of outside legal services.

Based on proposals: FY 2015

Total not to exceed: \$1,000,000

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 waivers.

May 20, 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 contracts are submitted for review and approval:

<u>Vendor</u>	<u>Services</u>	<u>Terms</u>
The Stone Center of New Jersey, LLC (UH-W15-013 – Technical and Professional)-	Purchase of lithotripsy and related services in an “under-arrangement” agreement.	Total not to exceed: \$1,200,000 July 1, 2014 – June 30, 2015 Funding Source: Operating Budget
Epic Systems Corporation (UH-W15-014 – Sole Source)	Annual licensing and support for Epic medical record software which interfaces with other clinical, financial, and administrative software systems.	Total not to exceed: \$1,879,173 July 1, 2014 – June 30, 2015 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 contracts.

May 20, 2014