



RESOLUTION OF UNIVERSITY HOSPITAL APPROVING PARTICIPATION IN A PILOT MIXED-USE SUPPORTIVE HOUSING AND AMBULATORY CARE CENTER DEVELOPMENT PROJECT AT GEORGIA KING VILLAGE IN NEWARK, NEW JERSEY

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's board of directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission and to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, numerous studies have found that hospital emergency departments are being used by individuals, whose healthcare needs could be more efficiently and effectively served in an ambulatory care setting, and over the last several years, independent research across the country has identified a correlation between stable, affordable housing and the efficient and effective delivery of healthcare services, with national projects in California, Florida, Massachusetts, Mississippi, Pennsylvania, Washington DC, Washington, Oregon and New Jersey seeking to integrate delivery of healthcare services with the provision of affordable and stable housing for individuals and families, who lack access to such services and/or housing; and

WHEREAS, in December of 2018, in response to an inquiry from the New Jersey Housing and Mortgage Finance Agency ("NJHMFA"), the Hospital submitted a letter of interest to participate in the NJHMFA's pilot program to develop affordable housing units and ambulatory care center space near the Hospital to efficiently deliver healthcare services directly to eligible individuals and families in Newark (the "Hospital Partnership Subsidy Pilot Program" or the "Project"); and

WHEREAS, the Hospital intends to operate the ambulatory care center space in the Project to deliver healthcare services to the community, under a lease or sublease arrangement with no rent during the term and any renewal, and other terms and conditions satisfactory to the Hospital; and

WHEREAS, the Hospital intends for the Project to model similar criteria used by the Camden Coalition of Healthcare Providers under its *Housing First* initiative, which seeks to improve health outcomes and more coordinated care for residents of Camden, New Jersey through the provision of supportive housing and clinical, behavioral and social services; and

WHEREAS, in January of 2019, the Hospital issued a request for information and expressions of interest (the “RFI”) seeking development entities who might partner with the Hospital to construct the Project, and as a result of the RFI, L&M Development Partners, Inc (the “Developer”) was identified as the development partner; and

WHEREAS, the Developer and the NJHMFA have outlined a preliminary Project budget totaling approximately \$32.6 million, of which amount the Hospital intends to contribute \$3.0 million (the “Hospital Contribution”) to the Project, funded in the form of an unsecured, subordinated promissory note (the “Hospital Note”) to the NJHMFA, the terms and conditions of which are as set forth herein-below; and

WHEREAS, the Hospital Note shall be at a rate of one-percent (1%) per annum, have a thirty-five (35) year term, with: (i) a two-year forbearance period from the opening date of the healthcare center space of the Project, (ii) interest only payments for two-years’ thereafter, (iii) principal and interest payments during years five through thirty-five, and (iv) such other terms and conditions as agreed-to by the Hospital and the NJHMFA; and

WHEREAS, the Hospital Contribution to the Project shall be in the form of a subordinated cash-flow loan with terms and conditions as agreed-to by and between the Developer and the Hospital, subject to NJHMFA review and approval; and

WHEREAS, the Hospital and the Developer have also applied to the Federal Home Loan Bank of New York for a grant, which, if approved and accepted, would provide additional funds to support the Project; and

WHEREAS, the Project is subject to various approvals of the City of Newark, some of which have been received to-date; and

WHEREAS, pursuant to Resolution 2020-0107-89 adopted January 7, 2020, the Hospital issued a preliminary approval of the Project; and

WHEREAS, the Hospital’s Finance, Investment and Administration Committee has reviewed the proposed action and recommends approval of the Hospital’s participation in the Project;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

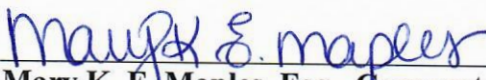
1. The above recitals are incorporated herein by this reference.
2. The Hospital Partnership Subsidy Pilot Program is hereby approved, subject to: (i) all funding commitments based on the Project budget, as presented; (ii) all applicable governmental approvals obtained, including final approval of the NJHMFA; and (iii) negotiation and execution of dispositive agreements and documents satisfactory to the Hospital.

3. The President and Chief Executive Officer is hereby directed to negotiate and execute Project agreements and documents materially consistent with the Project budget, governmental approvals, and such other terms and conditions, as deemed necessary and desirable by the President and CEO, subject to prior review and concurrence with the Hospital's Executive Committee.

4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-1119-116 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: November 19, 2020



Mary K. E. Maples, Esq., Corporate Secretary



RESOLUTION OF UNIVERSITY HOSPITAL AMENDING AND EXTENDING AUTHORIZATION FOR CERTAIN ACTIONS TO ADDRESS COVID-19 PREPAREDNESS MEASURES, IN FURTHERANCE OF P.L. 2012, c. 45

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's board of directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission and to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, on March 9, 2020, as part of the State of New Jersey's coordinated response to address the novel coronavirus ("COVID-19") outbreak, Governor Phil Murphy issued Executive Order No. 103 declaring a State of Emergency and a Public Health Emergency across all twenty-one counties of the State (the "COVID-19 Declaration"), which, among other things, authorized State agencies to take all appropriate steps to address the public health hazards of COVID-19, and waived certain procurement procedures to expedite the delivery of goods and services necessary for COVID-19 preparedness and response efforts; and

WHEREAS, consistent with the COVID-19 Declaration and the Hospital's Procurement Policy adopted pursuant to Resolution 2019-0917-83 dated September 26, 2019, the Hospital pre-authorized, without further approval of the governing body, the emergency expenditure of up to an additional \$7.0 million of Hospital funds for COVID-19 preparedness procurements deemed necessary by the President and Chief Executive Officer and Chief Financial Officer, which was approved by Resolution 2020-0326-96 dated March 26, 2020; and

WHEREAS, pursuant to Resolution 2020-0422-99 adopted April 22, 2020, the Hospital amended and extended its COVID-19 preparedness fund authorization in an amount up to \$10.0 million, of which amount approximately \$8.5 million has been expended to-date; and


WHEREAS, in recognition of the need for the Hospital to continue to fund COVID-19 preparedness and response efforts, the Hospital intends to increase its COVID-19 preparedness fund by an additional \$5.0 million for a total authorization of \$15.0 million of Hospital funds for those expenditures deemed necessary by the President and Chief Executive Officer and Chief Financial Officer;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
2. Consistent with the COVID-19 Declaration and the Hospital's Procurement Policy, the Hospital hereby amends and extends without further action of the governing body, the emergency expenditure in an aggregate amount up to \$15.0 million of Hospital funds and the execution of documents and agreements for COVID-19 preparedness procurements deemed necessary by the President and Chief Executive Officer and Chief Financial Officer.
3. The President and Chief Executive Officer and/or the Chief Financial Officer shall continue to periodically brief the Board of Directors on the status of the Hospital's efforts to manage the COVID-19 pandemic, and are hereby authorized to take all steps necessary and desirable to effectuate the purposes of this Resolution.
4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-1119-117 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: November 19, 2020



Mary K. E. Maples, Esq., Corporate Secretary



RESOLUTION OF UNIVERSITY HOSPITAL AUTHORIZING CERTAIN PROCUREMENTS IN FURTHERANCE OF P.L. 2012, c. 45

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's board of directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission and to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, in accordance with the Hospital's amended bylaws adopted June 25, 2020 (the "Bylaws"), the Hospital approved a new *Procurement and Purchasing and Delegation of Authority to Contract Policy* pursuant to Resolution 2019-0917-83 adopted September 26, 2019, as amended (hereinafter the "Procurement Policy"); and

WHEREAS, the Hospital intends to award certain contracts, in particular: (i) to Intuitive Surgical, Inc for the acquisition, lease and service and maintenance of robotic equipment over a six year term, with an aggregate contract value of \$8,895,655 under AP21-105; and (ii) to Ellucian Company, LP for hosting, maintenance and support services for the Banner System applications utilized principally by the Finance and Human Resources departments over a four year term, with an aggregate contract value of \$7,998,235 under AP21-103; and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve the foregoing transactions; and

WHEREAS, the Hospital's Finance and Audit Committee has reviewed the proposed action and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital


1. The above recitals are incorporated herein by this reference.
2. The procurements set forth herein are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.

3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.

4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-1119-118 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: November 19, 2020



Mary K. E. Maples, Esq., Corporate Secretary



**RESOLUTION OF UNIVERSITY HOSPITAL PERTAINING TO
MEDICAL STAFF MATTERS**

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L. 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's Board of Directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission (including the disposition of credentials and privileges of medical staff serving the Hospital), and in furtherance thereof, the Hospital adopted Bylaws dated March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"); and

WHEREAS, in accordance with Medical Staff Bylaws dated February of 2020 (the "Medical Staff Bylaws"), at its October 27, 2020 meeting, the Medical Executive Committee (the "MEC") recommended various providers for credentials, privileges, and appointment, expansion, change of status, and transfer of service thereof, such providers as listed on Exhibit "A" appended hereto and made a part hereof; and

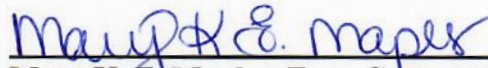
WHEREAS, the Hospital's Safety and Quality Committee has reviewed the MEC action, and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital:

1. The above recitals are incorporated herein by this reference.
2. The Hospital hereby adopts and affirms the recommendations, as appended hereto, and authorizes the President and Chief Executive Officer to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.
3. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.

I hereby certify that this Resolution 2020-1119-119 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: November 19, 2020



Mary K. E. Maples, Esq., Corporate Secretary

Exhibit "A" - Memorandum dated October 27, 2020 from Dr. Dever to Dr. Feldman re: Recommendation to approve medical staff credentials and privileges.

See attached.



October 27, 2020

To: Cecile Feldman, DMD, MBA
Chairwoman, Safety and Quality Committee

From: Lisa Dever, MD
Chairwoman, Medical Executive Committee

Subject: Medical Executive Committee Recommendations

The Medical Executive Committee requests that the following recommendations from its October 27, 2020 meeting be reviewed and approved by the Safety and Quality Committee:

I. Credentials Committee Minutes of Meeting – September 14, 2020

II. INITIAL APPOINTMENTS (Action Items)

A. TEMPORARY PRIVILEGE REQUESTS:

- 1. Transplant Surgery** - Amin, Arpit, MD (temporary privileges requested by Dr. Guarrera, Chair, Surgery to meet an urgent patient care need)
- 2. Pediatrics** - Scheinman, Aaron, MD (temporary privileges requested by Dr. Fofah, Interim Chair, Pediatrics, to meet an urgent patient care need)
- 3. Anesthesiology** – Lion, Danielle, DNP, APN, CRNA (temporary privileges requested by Dr. Alex Bekker, Chair, Anesthesiology, to meet an urgent patient care need.

B. ATTENDING

- **Medicine/Geriatrics** Chyn, Eric Tien Yen, MD
- **Medicine/Nephrology** Cooper, Sanford, MD
- **Pediatrics** Scheinman, Aaron, B, MD
- **Surgery (Transplant)** Amin, Arpit, MD

C. ADJUNCT

- **Anesthesiology** Lion, Danielle M, DNP, APN, CRNA
- **Medicine** Guiry, Susan, P, APN

III. REAPPOINTMENTS

- **Anesthesiology** – Giberson, Christopher, M, CRNA (temporary privileges requested by Dr. Alex Bekker, Chair, Anesthesiology, to meet an urgent patient care need. Reason: late reappointment)

1. Did Not Request Re-appointment:

- Ramunno, Lawrence D, MD Family Medicine Effective 06/30/20

2. Reappointment Oversight

- None

3. Status Changes:

- None

IV. EXPANSION OF PRIVILEGES

- Healey, Kevin M, DPM
- Chen, Katherine M, DPM
- Cook, Keith D, DPM
- Labib, Irene K, DPM
- Mvuemba, Sonia DPM
- Rosen, Richard C, DPM
- Wallace, George F, DPM

V. RESIGNATIONS/RETIREMENTS/TERMINATIONS

- Bodden, Kirkwood H., APN Nephrology Effective 09/30/20
- Kowal, Noel, MD Pathology Effective 03/20/20
- Lovoulos, Constantinos, MD Surgery Effective 09/28/20
- Ramunno, Lawrence D, MD Family Medicine Effective 06/30/20
- Schulman, Steven, M, MD Anesthesiology Effective 12/04/20