



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL ADOPTING THE 2021 FISCAL YEAR ANNUAL BUDGET IN FURTHERANCE OF THE RESTRUCTURING ACT, P.L. 2012, c. 45

WHEREAS, in accordance with the Restructuring Act, P.L. 2012, c. 45, University Hospital (the “Hospital”) is required to prepare and adopt an annual budget; and

WHEREAS, as part of its annual budget, the Hospital has accounted for its application and potential award of grant funds; and

WHEREAS, by correspondence dated on or about May 26, 2020 from the New Jersey Office of the Attorney General, the Hospital was notified of a pending award of grant funds in the total amount of \$1,537,246, of which amount, \$1,223,766 would be sourced from funds administered under the Victims of Crime Act, 34 U.S.C. 201 *et seq.* (the “VOCA”), with \$313,480 provided as matching funds from the Hospital, under sub-award number TRC-02-19 for the period April 1, 2020 through March 31, 2022 (hereinafter referred to as the “VOCA Grant”); and

WHEREAS, the Hospital has been a prior awardee of VOCA Grant funds, and intends to adopt its annual budget for fiscal year 2021 (including accepting the award of the VOCA Grant) in the form substantially as set forth in Exhibit “A” appended hereto and made a part hereof (the “FY 2021 Budget”); and

WHEREAS, the Hospital’s Finance, Investment, Administration 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 FY 2021 Budget, substantially in the form as set forth on Exhibit “A” is hereby approved in accordance with the Restructuring Act.
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.



UNIVERSITY HOSPITAL
Newark, New Jersey

I hereby certify that this Resolution 2020-0625-102 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 25, 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 26, 2018 (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 (hereinafter the "Procurement Policy"); and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve and affirm the following alternative procurements: (i) AP21B-002, for various group purchasing organization purchases in an amount not to exceed \$125 million; (ii) AP21B-003, for purchases of blood and blood products in an amount not to exceed \$4.5 million; (iii) AP21B-004, for purchases of organs for transplant in an amount not to exceed \$3.0 million; (iv) AP21-012, a contract with Epic Systems Corporation for annual software maintenance, upgrades and subscription fees in an amount not to exceed \$2,299,288; (v) AP21-033, a contract with O'Conco Inc, d/b/a O'Conco Healthcare for managed care advisory services in an amount not to exceed \$7,143,862; and (vi) AP20-108, a contract with Varian Medical Systems for hardware and software maintenance to support linear accelerators in an amount not to exceed \$3,511,313; and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve and affirm the following as-needed professional services procurement, previously solicited under RFP UH-P-15-005: (i) an award of various as-needed professional services contracts with multiple vendors for information, security and technology services, with an expected procurement value in an aggregate amount not to exceed \$3.0 million annually, \$9.0 million over an initial three-year term to create a pool of service providers to support the IST Department; and



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WHEREAS, the Hospital's Finance, Investment, Administration 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 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 2020-0625-103 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 25, 2020



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



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL APPROVING THE PROCUREMENT OF INSURANCE COVERAGE IN FURTHERANCE OF ITS OBLIGATIONS UNDER THE RESTRUCTURING ACT, P.L. 2012, c. 45 FOR FISCAL YEAR 2021

WHEREAS, the University Hospital (the “Hospital”) is required to maintain insurance coverage in furtherance of, and has engaged Willis Towers Watson as its broker of record to place various lines of insurance consistent with, its obligations under the Restructuring Act, P.L. 2012, c. 45; and

WHEREAS, in accordance with the Hospital’s amended bylaws adopted June 26, 2018 (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 (hereinafter the “Procurement Policy”); and

WHEREAS, in accordance with the Procurement Policy, the Hospital intends to bind insurance coverage with an aggregate annual premium not to exceed \$1.6 million for fiscal year 2021, substantially in the form as set forth on Exhibit “A” appended hereto and made a part hereof; and


WHEREAS, the Hospital’s Finance, Investment, Administration 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 insurance coverage substantially in the form as set forth on Exhibit “A” 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 2020-0625-104 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 25, 2020



Mary K. E. Maples, Esq. Corporate Secretary



**RESOLUTION OF UNIVERSITY HOSPITAL APPROVING
AMENDED AND RESTATED BYLAWS**

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent not for profit, 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, the Hospital approved bylaws dated March 17, 2015, as amended on June 26, 2018 (the "Bylaws"); and

WHEREAS, the Hospital intends to adopt amended and restated Bylaws, in the form substantially as appended hereto; and

WHEREAS, the Hospital's Governance, Ethics and Legal 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 Bylaws substantially in the form appended hereto are hereby approved in accordance with the Restructuring Act.
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.



UNIVERSITY HOSPITAL
Newark, New Jersey

I hereby certify that this Resolution 2020-0625-105 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 25, 2020



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