



**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 2**

**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 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 exercise by UH of the powers conferred by the Act are deemed to be public and essential government functions necessary for the welfare and health of the State and the people of New Jersey; and

**WHEREAS**, the Act provides for UH to continue its role as the principal teaching hospital of the New Jersey Medical School and the New Jersey Dental School and the Newark-based schools of Rutgers Biomedical and Health Sciences; and

**WHEREAS**, the Board is also responsible for the maintenance of the standards of medical care, safety, and professionalism at UH in accordance with all applicable laws and accrediting bodies; and

**WHEREAS**, the Governor has called upon the Board to meet for the purposes of organizing on July 1, 2013; and

**WHEREAS**, the Board has and shall exercise all the powers, rights, and privileges that are incident to its status as a body corporate and politic and necessary for the proper governance, conduct, and management of UH and the control of its properties and funds and shall exercise such powers granted to UH or to the Board; and

**WHEREAS**, it is essential for the efficient and effective governance and supervision of UH that the Board adopt Bylaws; now therefore

**BE IT RESOLVED**, that the Board accepts and approves the attached Bylaws of University Hospital in Newark, New Jersey, effective immediately.

July 1, 2013  
Attachment



Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 3**

**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 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 Governor of New Jersey shall designate one member of the Board as Chairperson; and

**WHEREAS**, the Act further provides that the Board shall select other officers of the Board from among its members as shall be deemed necessary; and

**WHEREAS**, the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”) provide for the election of a Vice-Chairperson and Secretary to serve as officers of the Board; and

**WHEREAS**, the Bylaws provide that the Vice-Chairperson of the Board shall, in the event of the absence or inability of the Chairperson to exercise his or her office, act in the Chairperson’s stead, with all the rights, privileges, and powers of the Chairperson of the Board; and

**WHEREAS**, the Bylaws provide that the Secretary of the Board shall keep and maintain accurate minutes of all meetings; now therefore

**BE IT RESOLVED**, that the Board hereby elects James M. Orsini, M.D. to serve as Board Vice-Chairperson, effective immediately, until such time as a replacement is elected; and

**BE IT FURTHER RESOLVED**, that the Board hereby elects William D. Cassidy, III, PhD to serve as Board Secretary, effective immediately, until such time as a replacement is elected.

July 1, 2013





# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 4(a)

### 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 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 UH; and

**WHEREAS**, the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”) provide that the President and Chief Executive Officer (“CEO”) of UH shall have the general powers and duties of supervision of the management of UH including responsibility for the following: information and support systems; recruitment and retention of staff; physical and financial assets; identifying and involving a nurse leader at the executive level who participates in decision making; and shall perform other duties as assigned by the Board; and

**WHEREAS**, the President shall execute bonds, mortgages, and other contracts on behalf of the Hospital, and shall cause the seal to be affixed to any instrument requiring it; and

**WHEREAS**, the Bylaws provide that the offices of CEO and President may be filled by the same individual; and

**WHEREAS**, it is the intent of the Board that the CEO also perform the duties of President; now therefore

**BE IT RESOLVED**, that the Board appoints JAMES R. GONZALEZ, MPH, FACHE as President and CEO of UH, effective immediately.

July 1, 2013



# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 4(b)

### 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 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**, to ensure the effective and efficient management and oversight of the finances, the Board finds it necessary to appoint a Chief Financial Officer of UH (the “CFO”); and

**WHEREAS**, the CFO shall report directly to the President and Chief Executive Officer of UH; now therefore

**BE IT RESOLVED**, that the Board appoints THOMAS DALY as CFO of UH, effective immediately.

July 1, 2013





# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 4(c)

### 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 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**, to ensure the effective and efficient management and oversight of the operations of UH, the Board finds it necessary to appoint a COO of UH; and

**WHEREAS**, the Bylaws also provide that the Board may appoint a Secretary who shall ensure that proper notice of all Board meetings is given; record all the proceedings of the meetings of UH, and, if present, of the Board, in a book to be kept for that purpose; keep in safe custody the seal of UH, and when authorized by the Board, affix the same to any instrument requiring it; and

**WHEREAS**, the Bylaws provide that any two offices may be held by the same person; and

**WHEREAS**, it is the intent of the Board that the COO also perform the duties of Secretary; and

**WHEREAS**, the COO/Secretary shall report directly to the President and Chief Executive Officer of UH; now therefore

**BE IT RESOLVED**, that the Board appoints NANCY HAMSTRA as COO and Secretary of UH, effective immediately.

July 1, 2013

**RESOLUTION OF THE BOARD OF DIRECTORS OF UNIVERSITY HOSPITAL AUTHORIZING CERTAIN ACTIONS IN FURTHERANCE OF THE NEW JERSEY MEDICAL AND HEALTH SCIENCES EDUCATION RESTRUCTURING ACT, INCLUDING ACTIONS PERTAINING TO (I) A LOAN FROM THE NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY FROM PROCEEDS OF ITS REVENUE BOND ANTICIPATION NOTES, UNIVERSITY HOSPITAL ISSUE, SERIES 2013A AND SERIES 2013B (FEDERALLY TAXABLE), (II) THE DEFEASANCE OF UNIVERSITY HOSPITAL'S ALLOCABLE SHARE OF CERTAIN BONDS ISSUED BY OR FOR THE BENEFIT OF UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY, AND (III) THE ASSUMPTION BY UNIVERSITY HOSPITAL OF ITS ALLOCABLE SHARE OF THE OBLIGATIONS OF UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY UNDER A GRANT AGREEMENT WITH THE NEW JERSEY EDUCATIONAL FINANCING AUTHORITY**

**WHEREAS**, University Hospital ("University Hospital" or the "Institution") was duly created and validly exists as a body corporate and politic and an instrumentality of the State of New Jersey (the "State"), under the New Jersey Medical and Health Sciences Education Restructuring Act, L. 2012, c. 45 (the "Restructuring Act"); and

**WHEREAS**, the Restructuring Act provides that the Institution shall be the principal teaching hospital of the New Jersey Medical School and the New Jersey Dental School, and any other Newark-based medical education program; and

**WHEREAS**, the exercise by the Institution of the powers conferred by the Restructuring Act shall be deemed to be public and essential government functions necessary for the welfare and health of the State and the people of New Jersey and the Institution shall be an instrumentality of the State; and

**WHEREAS**, the Restructuring Act provides, among other things, that the amount of State funding provided to the Institution shall be sufficient to maintain the level of community services provided on the effective date of the Restructuring Act and to maintain the Institution as an acute care facility and trauma center; and

**WHEREAS**, the Restructuring Act further provides that to the maximum extent possible, consistent with applicable law, the State shall assist the Institution in the refinancing of that portion of the debt of the University of Medicine and Dentistry of New Jersey ("UMDNJ") attributable to the Institution; and

**WHEREAS**, except as otherwise provided therein, the Restructuring Act shall take effect on July 1, 2013, but anticipatory administrative action was authorized to be taken in advance of the operative date as shall be necessary for the implementation of the Restructuring Act; and

**WHEREAS**, in furtherance of the provisions of the Restructuring Act, the Institution has requested that the New Jersey Health Care Facilities Financing Authority (the "Authority") authorize the issuance of its Revenue Bond Anticipation Notes, University Hospital Issue, Series 2013A (the "Series 2013A Notes") and its Revenue



Bond Anticipation Notes, University Hospital Issue, Series 2013B (Federally Taxable) (the "Series 2013B Notes" and, together with the Series 2013A Notes, the "Series 2013 Notes") pursuant to the provisions of the New Jersey Health Care Facilities Financing Authority Law, L. 1972, c.29, as amended (N.J.S.A. 26:21-1, et seq.) for the purpose of (a) refunding those bonds of UMDNJ to be refunded by the Institution in furtherance of the Restructuring Act (the "Refundings"), which bonds shall be as set forth in the Escrow Deposit Agreements (as hereinafter defined) (the "UMDNJ Bonds to be Refunded"), (b) financing capital assets in the Institution's budget and the financing of other items in the Institution's initial operating budget (the "Series 2013 Project"); (c) funding the Debt Service Reserve Requirement for the Series 2013 Notes; and (d) paying the costs of issuance of the Series 2013 Notes; and

**WHEREAS**, pursuant to a resolution titled "A RESOLUTION AUTHORIZING THE ISSUANCE OF NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY REVENUE BOND ANTICIPATION NOTES, UNIVERSITY HOSPITAL ISSUE, SERIES 2013," duly adopted by the Authority on June 11, 2013, the Authority authorized the issuance of the Series 2013A Notes and the Series 2013B Notes in a combined aggregate principal amount not exceeding \$150,000,000 for the purpose of making a loan to the Institution, the proceeds of which, together with other moneys provided by the Institution, will be used to effectuate the refunding of the UMDNJ Bonds to be Refunded and the financing of the Series 2013 Project, including funding the Debt Service Reserve Requirement for the Series 2013 Notes and paying certain costs incurred in connection with the issuance and sale of the Series 2013 Notes; and

**WHEREAS**, the Series 2013 Notes will be issued under and secured by a Trust Agreement, dated as of July 1, 2013 (the "Trust Agreement"), to be entered into by and between the Authority and The Bank of New York Mellon, as Trustee; and

**WHEREAS**, the Institution will enter into a Loan Agreement, dated as of July 1, 2013, relating to the Series 2013 Notes (the "Loan Agreement"; capitalized terms used but not defined in this Resolution shall have the meanings given to them in the Trust Agreement or in the Loan Agreement) with the Authority, wherein the Authority will, among other things, loan the proceeds of the Series 2013 Notes to the Institution, and the Institution will agree to, among other things, make certain loan payments to the Authority, all as set forth in the Loan Agreement; and

**WHEREAS**, the Institution's obligations arising under the Loan Agreement will be evidenced by that certain Promissory Note, Series 2013A, dated as of July 1, 2013 (the "Series 2013A Borrower Note"), of the Institution and that certain Promissory Note, Series 2013B, dated as of July 1, 2013 (the "Series 2013B Borrower Note" and, together with the Series 2013A Borrower Note, the "Series 2013 Borrower Notes"), of the Institution; and

**WHEREAS**, the Institution's obligations under the Loan Agreement will be secured by a pledge of the Pledged Borrower Revenues pursuant to the Loan Agreement, including by a pledge of the Lockbox Revenues; and

**WHEREAS**, the Institution, the Authority, and the Trustee will enter into a Lockbox Agreement, dated as of July 1, 2013 (the "Lockbox Agreement" and, together with the Loan Agreement, the Trust Agreement and the Series 2013 Borrower Notes, the "Financing Documents"); and



**WHEREAS**, pursuant to the Lockbox Agreement, the Institution shall direct the Treasurer of the State to pay or remit all Lockbox Revenues directly to the Trustee on a monthly basis, to be held and applied as provided therein; and

**WHEREAS**, the Series 2013 Notes will be purchased in their entirety by Barclays Capital Inc. or an affiliate (the "Purchaser") pursuant to a Direct Note Purchase Agreement, dated as of July 1, 2013 (the "Purchase Agreement"), among the Authority, the Institution and the Purchaser; and

**WHEREAS**, the Institution, the New Jersey Educational Facilities Authority ("NJEFA"), Rutgers, The State University ("Rutgers") and Rowan University ("Rowan") shall enter into an Escrow Deposit Agreement (the "Series 2009B Escrow Deposit Agreement"), with U.S. Bank National Association, as escrow agent, to provide for the refunding of NJEFA's outstanding Revenue Refunding Bonds, University of Medicine and Dentistry of New Jersey Issue, Series 2009B (the "Series 2009B Bonds to be Refunded"); and

**WHEREAS**, the Institution, Rutgers and Rowan shall enter into an Escrow Deposit Agreement (the "Series 2002A Escrow Deposit Agreement" and, together with the Series 2009B Escrow Deposit Agreement, the "Escrow Deposit Agreements"), with U.S. Bank National Association, as escrow agent, to provide for the refunding of UMDNJ's outstanding Bonds, 2002 Series A (the "Series 2002A Bonds to be Refunded"); and

**WHEREAS**, NJEFA, under and pursuant to the New Jersey Higher Education Capital Improvement Fund Act, N.J.S.A. 18A:72A-72 *et seq.* (the "CIF Act"), has heretofore issued its \$132,800,000 New Jersey Educational Facilities Authority Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2000 A (the "Series 2000A Bonds"), \$169,790,000 Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series 2005 A (the "Series 2005A Bonds") and \$155,460,000 Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series 2006 A (the "Series 2006A Bonds"); and

**WHEREAS**, a portion of the proceeds of the Series 2000A Bonds financed a grant to UMDNJ in the amount of \$95,000,000 (the "Grant") pursuant to a Grant Agreement between the NJEFA and UMDNJ dated July 31, 2000 (the "Original Grant Agreement"); and

**WHEREAS**, the Series 2000A Bonds are no longer outstanding, having been refunded in part by the Series 2005A Bonds and the Series 2006A Bonds, respectively, and having been otherwise retired; and

**WHEREAS**, pursuant to the State Contract dated as of July 1, 2000 between the State Treasurer and the NJEFA, debt service on bonds issued pursuant to the CIF Act, including the Series 2005A Bonds and the Series 2006A Bonds, is payable solely from funds appropriated by the New Jersey Legislature; and

**WHEREAS**, pursuant to the Original Grant Agreement, UMDNJ is obligated, *inter alia*, to provide annual reports relating to the use of the Grant and to provide one-



third of the debt service on the applicable portion of the Series 2005A Bonds and the Series 2006A Bonds, respectively, which refinanced portions of the Grant; and

**WHEREAS**, pursuant to the Restructuring Act, on July 1, 2013, each of the Institution, Rutgers and Rowan will succeed to all of the obligations of UMDNJ pursuant to the Original Grant Agreement, including UMDNJ's obligations to provide a portion of debt service on the Series 2005A Bonds and the Series 2006A Bonds, with respect to the assets of UMDNJ allocated to each such entity, respectively; and

**WHEREAS**, in furtherance of the Restructuring Act, the Institution, Rutgers and Rowan will enter into an Amended and Restated Grant Agreement with NJEFA with respect to their respective shares of the obligations of UMDNJ under and pursuant to the Original Grant Agreement (the "Amended and Restated Grant Agreement").

**NOW, THEREFORE**, be it resolved by the Board of Directors of University Hospital, as follows:

1. The sale by the Authority of the Series 2013 Notes, in an aggregate principal amount not to exceed \$150,000,000, and the loan of the proceeds derived by the Authority from the sale of the Series 2013 Notes to the Institution are hereby requested and approved, provided, however, that (i) the aggregate principal amount of the Series 2013 Borrower Notes shall not exceed One Hundred Fifty Million Dollars (\$150,000,000), and the aggregate principal amount of the Series 2013 Notes shall not exceed One Hundred Fifty Million Dollars (\$150,000,000), (ii) the final maturity of the Series 2013 Borrower Notes and Series 2013 Notes shall be not later than July 15, 2017, (iii) the Series 2013 Borrower Notes and the Series 2013 Notes shall bear interest at an initial rate to be determined as provided in the Trust Agreement from the date of their initial issuance and delivery to, but not including, the immediately succeeding Reset Date, and thereafter the Series 2013 Notes shall bear interest at a floating rate per annum equal to the Adjusted SIFMA Rate (as defined in the Trust Agreement), as shall be determined on each Adjustment Date (as defined in the Trust Agreement) in accordance with the Trust Agreement, provided, however, that in no event shall the interest rate on the Series 2013 Borrower Notes and the Series 2013 Notes exceed twelve percent (12.00%) per annum, and (v) the redemption price for any Series 2013 Borrower Note and any Series 2013 Note shall not exceed one hundred and five percent (105%) of the principal amount of such Series 2013 Borrower Note or Series 2013 Note, as the case may be.

2. The proceeds of the Series 2013 Notes, together with other moneys provided by the Institution, will be used to effectuate the refunding of the UMDNJ Bonds to be Refunded and the financing of the Series 2013 Project, including funding the Debt Service Reserve Requirement for the Series 2013 Notes and paying certain costs incurred in connection with the issuance and sale of the Series 2013 Notes.

3. The Loan Agreement, the Series 2013 Borrower Notes, the Lockbox Agreement, and the Note Purchase Agreement (collectively, the "Loan Documents") in substantially the forms presented to this meeting, and the transactions contemplated thereby, are hereby approved. The President of the Institution (the "President") is hereby empowered, authorized, and directed to execute and deliver, and the Secretary or any Assistant Secretary of the Institution is hereby empowered, authorized, and directed to attest to, each of the Loan Documents, in substantially such forms, with such

appropriate insertions and changes as Bond Counsel and the Institution's counsel may advise and the President may approve, such approval to be evidenced by the President's execution thereof.

4. The Escrow Deposit Agreements, in substantially the forms presented to this meeting, and the transactions contemplated thereby, are hereby approved. The President is hereby empowered, authorized, and directed to execute and deliver, and the Secretary or any Assistant Secretary of the Institution is hereby empowered, authorized, and directed to attest to, each Escrow Deposit Agreement, in substantially such forms, with such appropriate insertions and changes as Bond Counsel and the Institution's counsel may advise and the President may approve, such approval to be evidenced by the President's execution thereof.

5. The Amended and Restated Grant Agreement, in substantially the form presented to this meeting, and the transactions contemplated thereby, are hereby approved. The President is hereby empowered, authorized, and directed to execute and deliver, and the Secretary or Assistant Secretary of the Institution is hereby empowered, authorized, and directed to attest to, the Amended and Restated Grant Agreement, in substantially such form, with such appropriate insertions and changes as Bond Counsel and the Institution's counsel may advise and the President may approve, such approval to be evidenced by the President's execution thereof.

6. The President, the Chief Financial Officer, and the Secretary or any Assistant Secretary of the Institution are each hereby empowered, authorized, and directed to execute, attest, and deliver such other documents, certificates and instruments, and to take such further actions, as shall, in the opinion of the President, be necessary or desirable in connection with the issuance and sale of the Series 2013 Notes, the execution and delivery of the Loan Documents, the Escrow Deposit Agreements and the Amended and Restated Grant Agreement, and otherwise in furtherance of the Restructuring Act.

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

I hereby certify that the foregoing Resolution was adopted by the Board of Directors of University Hospital at a duly noticed and convened meeting held on July 1, 2013, at which a quorum was present and acting throughout.

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Secretary, Board of Directors





**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 6**

**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 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**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, the Bylaws provide that the Board shall have the power to adopt and use a corporate seal; now therefore

**BE IT RESOLVED**, that the Board hereby adopts a corporate seal in the form attached for use in the conduct of official business.

July 1, 2013

Attachment



# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 7

### 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 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**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; now therefore

**BE IT RESOLVED**, that the Board hereby adopts the attached Budget for Q1 FY 2014 dated July 1, 2013, effective immediately.

July 1, 2013

Attachment



**UNIVERSITY HOSPITAL**  
Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 8(a)**

**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**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, the Bylaws provide that the Board shall have the power to enter into contracts and agreements with the State or any of its political subdivisions or with the United States, or with any public body, department or other agency of the State or of the United States or with any individual or entity which are deemed necessary or advisable by the Board for conducting the business of UH including, but not limited to, entering into a contract for the management of, or for assistance in the management of, UH in accordance with the Act; now therefore

**BE IT RESOLVED**, that the Board hereby adopts the attached list of contracts and agreements to which Rutgers, the State University, is a party, effective immediately.

July 1, 2013

Attachment





**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 8(a)**

**University Hospital Agreements  
with the State of New Jersey and Rutgers University, the State University**

- a. Master Affiliation Agreement
- b. Real Estate Agreements
  - i. Lease Agreement among the State of New Jersey, State Treasury, Rutgers, the State University of New Jersey and University Hospital (Newark Campus)
  - ii. First Amendment to Lease Agreement among the State of New Jersey, State Treasury, Rutgers, the State University of New Jersey and University Hospital (Newark Campus)
  - iii. Second Amendment to Lease Agreement among the State of New Jersey, State Treasury, Rutgers, the State University of New Jersey and University Hospital
  - iv. Sublease Agreement between Rutgers, the State University of New Jersey, as Sublandlord, and University Hospital, as Subtenant (New Jersey Cancer Center)
  - v. Sublease Agreement between Rutgers, the State University of New Jersey, as Sublandlord, and University Hospital, as Subtenant (Bergen Building)
  - vi. Sublease Agreement between Rutgers, the State University of New Jersey, as Sublandlord, and University Hospital, as Subtenant (Doctors Office Building)
  - vii. Sublease Agreement between Rutgers, the State University of New Jersey, as Sublandlord, and University Hospital, as Subtenant (ADMC-8)
  - viii. Sublease Agreement between University Hospital, as Sublandlord and Rutgers, the State University of New Jersey, as Subtenant (University Hospital)
  - ix. Sublease Agreement between University Hospital, as Sublandlord and Rutgers, the State University of New Jersey, as Subtenant (Ambulatory Care Center)
  - x. Sublease Agreement between Rutgers, the State University of New Jersey, as Sublandlord, and University Hospital, as Subtenant (Medical Science Building)
- c. Transition Services Agreement with Rutgers, the State University of New Jersey
- d. Continuing Services Agreement with Rutgers, the State University of New Jersey
- e. Operational Agreements
  - i. Clinical Services Agreement
  - ii. Research Affiliation Agreement
  - iii. Seconded Services Agreement
  - iv. New Jersey Medical and Dental School Graduate Medical Education



# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 8(a)

- Agreement
- v. MOU Concerning the Education of the Students of the Medical School
- vi. MOU Concerning the Education of the Students of the Dental School
- vii. MOU Concerning the Education of the Students of the School of Nursing
- viii. MOU Concerning the Education of the Students of the School of Health  
Related Professions
- ix. MOU Concerning the Education of the Students of the Pharmacy School
- x. MOU and License Agreement for the Lattimore Clinic
- xii. Asset Memorandum of Understanding
- f. Memorandum of Understanding by and among Rutgers, Rowan University, the Hospital and  
UMDNJ



**UNIVERSITY HOSPITAL**  
Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 8(b)**

**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**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, the Bylaws provide that the Board shall have the power to enter into contracts and agreements with the State or any of its political subdivisions or with the United States, or with any public body, department or other agency of the State or of the United States or with any individual or entity which are deemed necessary or advisable by the Board for conducting the business of UH including, but not limited to, entering into a contract for the management of, or for assistance in the management of, UH in accordance with the Act; now therefore

**BE IT RESOLVED**, that the Board hereby adopts the attached list of contracts and agreements, effective immediately.

July 1, 2013

Attachment





**UNIVERSITY HOSPITAL**  
Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 8(b)**

**University Hospital Agreements  
with the State of New Jersey, Rowan University, and Broadway House**

- a. Transition Services Agreement with Rowan University
- b. Transition Services Agreement with Broadway House
- c. Adoption of Memorandum of Agreement with the New Jersey State Treasurer for Administration of Medical Malpractice Claims



Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 9(a)**

**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 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 Audit Committee of the Board is charged with assisting the Board in fulfilling its oversight responsibilities and is specifically charged with tasks pursuant to the terms and conditions of the Corporate Integrity Agreement between the Office of Inspector General of the United States Department of Health and Human Services (the “OIG”) and UMDNJ dated September 25, 2009, as amended by that certain Letter Agreement from Lee Penninger, Senior Counsel with the OIG, dated June 17, 2013 (collectively, the “CIA”); and

**WHEREAS**, the Audit Committee has the sole and direct authority to engage, appoint, evaluate, compensate, or replace UH’s Independent Auditor; and

**WHEREAS**, the Chairperson and Members identified to serve on the Audit Committee meet the independence and financial expertise requirements as outlined in the Bylaws and the CIA; now therefore.

**BE IT RESOLVED**, that the Chairperson hereby appoints the Chairperson and Members of the Audit Committee, who shall serve for a term of one year as of this date effective immediately, as follows:





**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 9(a)**

**AUDIT COMMITTEE**

Donald T. DiFrancesco, Chair  
James M. Orsini, M.D., Member  
William D. Cassidy, III, PhD, Member



# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 9(b)

### 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 a Chief Compliance Officer (CCO) to satisfy the requirements of Section III.A.1 of the CIA; and

**WHEREAS**, the 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

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

**BE IT RESOLVED**, that the Board appoints DARA QUINN as Chief Compliance Officer of UH, effective immediately.





**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 9(c)**

**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 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 pursuit of UH’s fourfold mission of excellence in patient care, public service, teaching, and research requires a shared commitment to core values and ethical conduct in the discharge of duties, responsibilities and all other UH activities; and

**WHEREAS**, a UH Code of Conduct (the “Code”) is a statement of that commitment, emphasizing key aspects of dealings inside and outside UH which demand ethical and professional behavior and is intended to inform the basic principles which UH requires all to follow in conducting UH business; and

**WHEREAS**, all members of the UH Community are expected to adhere to the Code as well as to applicable laws, regulations and UH policies; and

**WHEREAS**, the UH Community includes the Board, the Community Oversight Advisory Board, the UH officers, managers, clinical staff, researchers, employees, contractors, agents and others associated with or supporting UH; and

**WHEREAS**, the adoption of a code of conduct is a core component of an effective compliance program and a requirement of the Corporate Integrity Agreement between the Office of Inspector General of the United States Department of Health and Human Services (the “OIG”) with UMDNJ dated September 25, 2009, as amended by that certain Letter Agreement from Lee Penninger, Senior Counsel with the OIG, dated June 17, 2013 dated; and

**WHEREAS**, it is the Board’s intention that members of the UH Community receive, read, understand, and certify to abide by the Code; now therefore

**BE IT RESOLVED**, that the Board adopts the Code, a copy of which is attached hereto.

July 1, 2013  
Attachment



**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 10**

**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**, 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**, these obligations include but are not limited to the adoption of UMDNJ’s compliance program components, processes, policies and procedures; education and training; monitoring and auditing operations to assess compliance; reporting mechanisms for employees and agents to report incidents of noncompliance in an anonymous manner; appropriate disciplinary actions for those that violate compliance policies and procedures; and the submission of an annual report no later than December 14, 2014; and

**WHEREAS**, pursuant to the CIA the Audit Committee of the Board shall review and oversee the implementation of the CIA, UH Compliance Program, and the performance of the UH Chief Compliance Officer, as well as prepare and certify the required resolution after the termination of the reporting period; now therefore

**BE IT RESOLVED**, that the Board acknowledges and accepts the obligations of UH under the attached CIA of September 25, 2009 subject to the modifications of the attached Letter Agreement and authorizes and directs the directors, officers, employees and agents of UH to take actions deemed necessary and appropriate to fulfill these obligations during the effective term of the CIA.

July 1, 2013

Attachment





# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 11

### 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**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, in order to ensure that the day-to-day business of UH is carried out in a timely and efficient manner, UH’s predecessor, UMDNJ, developed and implemented various policies related to the operations and practices of UH; and

**WHEREAS**, it is UH’s intention that all such policies currently in place prior to the consummation of the integration contemplated by the Act shall continue after July 1, 2013; now therefore

**BE IT RESOLVED**, that the Board hereby specifically adopts the following attached policies, as amended, effective immediately:

- a. Purchasing Policy;
- b. Policy regarding Waiver of Bids;
- c. Legal Commitment Authority Policy;
- d. Settlement of Claims Policy; and
- e. Banking Relationships Policy.

**BE IT FURTHER** that the Board hereby adopts all other policies currently in place with respect to UH and that all such policies shall continue in effect following July 1, 2013, except as may be modified from time to time.

July 1, 2013  
Attachment



**UNIVERSITY HOSPITAL**  
Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 12**

**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 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 has reviewed the UH Table of Organization delineating the reporting relationships of UH management; now therefore

**BE IT RESOLVED**, that the Board accepts the attached UH Table of Organization dated July 1, 2013 effective immediately.

July 1, 2013

Attachment





# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 13

### 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 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**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, the Bylaws provide that Regular Meetings of the Board shall be held within the State of New Jersey at such times and at such places as the Board shall fix or, in the case of Special Meetings, at such times and such places as shall be specified in the respective notices or waivers of notice thereof; now therefore

**BE IT RESOLVED**, that the Board hereby agrees to next meet on August 5, 2013 and to establish on that date the schedule of Board meetings for FY 2014.

July 1, 2013



# UNIVERSITY HOSPITAL

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

## UH Board Resolution No. 14

### 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 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**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, the Bylaws provide that the Board shall review and approve the bylaws adopted by the Medical Staff (the “Medical Staff Bylaws”). The Medical Staff Bylaws shall provide for the organization and self governance of the UH medical staff (the “Medical Staff”) and set forth its responsibilities. Through the Medical Staff Bylaws, the Board shall ensure that mechanisms are in place with respect to the appointment and management of the Medical Staff; now therefore

**BE IT RESOLVED**, that the Board hereby adopts the attached Medical Staff Bylaws, which have been approved by the UH medical staff on or about May 15, 2013, effective immediately.

July 1, 2013

Attachment





**UNIVERSITY HOSPITAL**  
Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 15 (a)**

**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**, pursuant to the Bylaws of University Hospital in Newark New Jersey (the “Bylaws”), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, the Bylaws provide that the Board shall have the power to retain independent counsel except for medical malpractice claims arising at UH in which UH shall be represented by the Attorney General of the State of New Jersey; now therefore

**BE IT RESOLVED**, that the Board hereby approves the attached List of Approved Counsels for University Hospital previously adopted by UMDNJ, predecessor to UH, and that such counsel shall be deemed to be retained by UH, effective immediately.

July 1, 2013

Attachment



**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 15 (a)**

List of Approved Counsels for University Hospital

Attorney General  
Adams Stern  
Connie Bentley McGhee  
Dilworth Paxson  
Drinker Briddle & Reath  
Fox Rothschild  
Garfunkel Wild  
Greenberg Dauber  
Lindabury, McCormick  
Lowenstein Sandler  
Lum Danzis Drasco  
Marshall Dennehy  
McElroy, Deutsch  
Methfessel & Werbel  
Meyner and Landis  
Reed Smith  
Saiber  
Schenck, Price  
Simpkins & Simpkins





**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 15(b)**

**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**, UMDNJ had retained the firm of Price Waterhouse Coopers, LLC (“PWC”) to serve as its independent auditor for Fiscal Year 2013; and

**WHEREAS**, the contract for the services of PWC will conclude with the completion of the FY 13 audit, ending June 30 of 2013, for UMDNJ with UH as its constituent unit;

**WHEREAS**, the Audit Committee of the UH Board of Directors is charged with assisting the Board in fulfilling its oversight responsibilities; and

**WHEREAS**, the Audit Committee has the sole and direct authority to engage, appoint, evaluate, compensate, or replace UH’s Independent Auditor - pursuant to the requirements outlined in State of New Jersey - Executive Order 122; now therefore

**BE IT RESOLVED**, that the University Hospital Board of Directors directs UH to provide the necessary assistance to the Board to effectuate the retention of an Independent Auditor pursuant to the procedures established by Executive Order 122.

July 1, 2013



**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 16**

**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 Act authorizes UH, through a competitive contracting method, to enter into an agreement that provides for consulting services to UH by a nonprofit corporation operating one or more hospitals in New Jersey; and

**WHEREAS**, pursuant to the Act, on March 8, 2013 UMDNJ issued a Request for Proposal for Management Services for UH (the "RFP"); and

**WHEREAS**, an Evaluation Committee, comprised of members of UMDNJ's senior leadership, conducted a thorough review of proposals from qualified applicants; and

**WHEREAS**, the Evaluation Committee presented a recommendation for the award of an agreement which satisfied and maintained all the requirements of the Act, conformed to the RFP and was advantageous to UH (price and other factors included); and

**WHEREAS**, the form of consulting agreement (the "Form of Agreement") was presented to and recommended for approval by the Executive Committee of the UMDNJ Board of Trustees (the "Board of Trustees"); and

**WHEREAS**, the Board of Trustees was satisfied, in its sole discretion, that the proposed Form of Agreement further allows UH to continue its public mission and commitment to provide a comprehensive healthcare program and services to the greater Newark community; maintains the status of UH employees as public employees within the meaning of subsection d. of section 3 of the "New Jersey Employer-Employee Relations Act," P.L. 1941 c. 100, (C:34:13A-3); and does not disturb the tax-exempt status of any future government bonds proposed to be issued on behalf of UH; and preserve UH's employee benefits/pension plans as governmental plans, as required by the Act; and





**UNIVERSITY HOSPITAL**  
Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 16**

**WHEREAS**, the Senior Vice President and General Counsel of UMDNJ approved this action as to form and legality; and

**WHEREAS**, the Board of Trustees, upon recommendation of the Executive Committee, issued a Notice of Intent to Award to Barnabas Health, Inc. and directed that notice be posted on the UMDNJ website consistent with N.J.S.A. 18A:64G-6.1(e), submitted this notice and Form of Agreement to the members of the University Hospital Community Oversight Board and to the Commissioner of the New Jersey Department of Health for review pursuant to the Act, and authorized and directed the execution and delivery of any documents, including the document entitled "Approval of Form Consulting Agreement", necessary to carry out the intent and accomplish the purposes of the foregoing resolution; and

**WHEREAS**, the publication of the Notice of Intent to Award on the UMDNJ website on June 6, 2013 initiated a sixty (60) review period that will conclude on August 6, 2013; and

**WHEREAS**, the Form of Agreement was transmitted to the Commissioner of Health for review and approval and the members of the University Hospital Community Oversight Board appointed as of that date for appropriate review; now therefore

**BE IT RESOLVED THAT**, the Board acknowledges the foregoing and directs the UH Chief Executive Officer to confirm review by the UH Community Oversight Board; confirm review and approval by the Department of Health; confirm acceptance of any proposed changes from the Department of Health with Barnabas Health, Inc.; make a determination to its satisfaction, and the satisfaction of its legal counsel, in their sole discretion, that the execution of the Form of Agreement shall not disturb the tax-exempt status of bonds issued to finance UH or disturb the governmental and tax qualified status of the State pension and health benefits plans, and take any other actions as necessary to execute the agreement on or after August 6, 2013.

July 1, 2013



**UNIVERSITY HOSPITAL**  
Newark, New Jersey

Office of the Board of Directors

150 Bergen Street  
PO Box 27050  
Newark, NJ

**UH Board Resolution No. 17**

**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 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 is committed to providing an opportunity for interested members of the public to be heard on matters concerning UH; now therefore

**BE IT RESOLVED THAT**, the Board adopts the attached Protocol for Public Comment at UH Board of Directors Meetings.

July 1, 2013

Attachment