



**RESOLUTION OF UNIVERSITY HOSPITAL PERTAINING
TO BROADWAY HOUSE**

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, University Hospital is the sole member of Newark AIDS Consortium, Inc, a New Jersey nonprofit corporation which has tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, Newark AIDS Consortium, Inc, operates as the Broadway House for Continuing Care (hereinafter "Broadway House"); and

WHEREAS, in accordance with Article III, Paragraph 2 of the Bylaws of Broadway House, as amended on October 6, 2015, University Hospital has expressly reserved certain enumerated powers, which include among others, the power to approve the annual capital and operating budgets of Broadway House; and


WHEREAS, on January 23, 2024, the Hospital's Finance and Audit Committee reviewed the proposed 2024 capital and operating budgets for Broadway House, as presented by Mr. James Gonzalez, President and CEO of Broadway House, 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 approves the Broadway House budget as presented, appended hereto as Exhibit A, 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. I hereby certify that this Resolution 2024-0125-226 is a true copy of actions duly adopted by University Hospital as of the date hereof.

I hereby certify that this Resolution 2024-0125-226 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: January 25, 2024



McKenzie Wilson, Esq., Corporate Secretary



Exhibit "A" - 2023 Capital and Operating Budgets for Broadway House.

See attached.

**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, as amended pursuant to Resolution 2020-0722-107 adopted July 22, 2020 (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 procurement: (i) AP21-105S contract with the vendor, Intuitive Surgical, to accommodate the expected number of surgeries and need consumables through the end of the contract. The Department is requesting an alternative procurement not to exceed amount of \$3,500,000.

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.
 - a. The procurements are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.

- b. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.
2. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2024-0125-225 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: January 25, 2024



McKenzie Wilson, Esq, Corporate Secretary



**RESOLUTION OF UNIVERSITY HOSPITAL ADOPTING, AFFIRMING
AND RATIFYING ACTIONS OF THE EXECUTIVE COMMITTEE 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 bylaws adopted March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"), the Executive Committee of the Board of Directors is empowered to act on behalf of the Board of Directors between the Board of Directors' regular meetings and shall review and make recommendations to the Board of Directors on issues including ethics, strategic planning, initiatives and programs, external affairs, community relations development, compensation and senior management employment matters, subject to ratification; and

WHEREAS, by electronic meeting convened on December 22, 2023 and adjourned on December 27, 2023, the Hospital Executive Committee adopted Resolution 2023-1226-222, which was the approval Medical Executive Committee Recommendations of December 17th. The resolution was reviewed by the Medical Executive Committee ("MEC") and recommended for approval by the Quality and Safety Committee ("SQC"), as set forth therein; and

WHEREAS, on December 27, 2023, the Hospital Executive Committee adopted Resolution 2023-1226-223, which is the approval of Publicly Bid RFP # UH-P24-006, for General Contracting Services for the Emergency Department Expansion; and

WHEREAS, in accordance with the Hospital Bylaws, the Hospital intends to adopt, affirm and ratify the actions of the Executive Committee as outlined herein-above;




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 actions of the Executive Committee as set forth herein are hereby adopted, affirmed and ratified.
3. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2024-0125-227 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: January 25, 2024


McKenzie Wilson, Esq., Corporate Secretary