

RESOLUTION

WHEREAS, University Hospital desires to employ James Gonzalez as Special Advisor to the President of University Hospital; 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, Broadway House has advised that it too wishes to employ Mr. Gonzalez; and

WHEREAS, the bylaws of Broadway House need to be updated to permit the Board of Trustees of Broadway House to conduct business, including its consideration of employment for Mr. Gonzalez; and

WHEREAS, the Board of Trustees of Broadway House will need to hold a special meeting to consider employing Mr. Gonzalez; and

WHEREAS, University Hospital, as sole member of Broadway House, may hereafter be empowered to call a special meeting of the Board of Trustees of Broadway House; and

WHEREAS, the need to update the bylaws of Broadway House, and the consideration of employment for Mr. Gonzalez constitute urgent matters of importance that must be considered without delay in order to avoid substantial harm to the public's trust in the charitable mission of service to the community performed by both University Hospital and Broadway House; and

WHEREAS, in accordance with the foregoing, there is a need for a special meeting of the Board of Directors of University Hospital, notwithstanding that notice shall not have been given as required by N.J.S.A. §10:4-6 *et seq.*, the "Senator Byron M. Baer Open Public Meetings Act;"

NOW THEREFORE BE IT RESOLVED THAT the need to update the bylaws of Broadway House, and the consideration of employment for Mr. Gonzalez constitute urgent matters of importance that must be considered without delay in order to avoid substantial harm to the public's trust in the charitable mission of service to the community performed by both University Hospital and Broadway House; and

BE IT FURTHER RESOLVED THAT the Board of Directors of University Hospital shall hold an emergency special meeting on Tuesday, October 6, 2015, at 8:30 AM at University Hospital to consider employment of James Gonzalez by University Hospital, to consider revised bylaws for Broadway House, and, if appropriate, to call a special meeting of the Board of Trustees of Broadway House.



RESOLUTION

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, the bylaws of Broadway House are outdated in operation and also identify the University of Medicine and Dentistry of New Jersey as the sole member of Broadway House; and

WHEREAS, having outdated bylaws may hamper the proper functions of Broadway House; and

WHEREAS, the University of Medicine and Dentistry of New Jersey ceased to exist effective July 1, 2013; and

WHEREAS, it is in the best interests of University Hospital, as sole member of Broadway House, that the bylaws of Broadway House be revised to permit the proper functioning of Broadway House; and

WHEREAS, pursuant to N.J.S.A. §15A:2-10, University Hospital, as sole member of Broadway House, has statutory power and authority to amend the bylaws of Broadway House;

NOW THEREFORE BE IT RESOLVED THAT the bylaws of Broadway House are amended and restated in their entirety as set forth in Attachment 2A hereto.

Resolution Adopted: October 6, 2015

RESOLUTION

WHEREAS, University Hospital wishes to employ James Gonzalez; and

WHEREAS, University Hospital is informed that the Newark AIDS Consortium, Inc. (“Broadway House”) also wishes to employ James Gonzalez; and

WHEREAS, University Hospital, Broadway House, and Mr. Gonzalez desire to agree to terms which will permit Mr. Gonzalez to render services to both University Hospital and Broadway House;

NOW THEREFORE BE IT RESOLVED THAT the engagement of Mr. Gonzalez as Special Advisor to the President of University Hospital is hereby approved; and

BE IT FURTHER RESOLVED THAT upon the completion of the negotiations by the members of the Governance, Ethics, and Legal Committee of the Board of Directors, and upon the express direction of the Governance, Ethics, and Legal Committee of the Board of Directors, the Interim President and Chief Executive Officer of University Hospital is authorized and directed to execute the final agreement as approved by the Governance, Ethics, and Legal Committee of the Board of Directors.

Resolution Adopted: October 6, 2015

RESOLUTION

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, Broadway House wishes to employ Mr. Gonzalez; and

WHEREAS, pursuant to the Bylaws of Broadway House, University Hospital, as sole member of Broadway House, is empowered to call a special meeting of the Board of Trustees of Broadway House;

NOW THEREFORE BE IT RESOLVED THAT the Board of Trustees of Broadway House shall hold a special meeting on Thursday, October 8, 2015 to consider the proposed engagement of James Gonzalez by Broadway House.

Resolution Adopted: October 6, 2015