

**RESOLUTION OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

**WHEREAS**, on December 22, 2015, the New Jersey Health Care Facilities Financing Authority (the “Authority”) issued its \$254,975,000 Revenue and Refunding Bonds, University Hospital Issue, Series 2015A (the “Series 2015A Bonds”); and

**WHEREAS**, the Authority issued the Series 2015A Bonds in order to make a loan to University Hospital (the “Hospital”); and

**WHEREAS**, the Series 2015A Bonds were issued as “qualified 501(c)(3) bonds” within the meaning of and for purposes of the Internal Revenue Code of 1986, as amended, the interest on which is excludable from gross income pursuant to Sections 103 and 145 of the Code; and

**WHEREAS**, in order to facilitate continuing compliance with the federal income tax requirements relating to the tax-exempt status of the Series 2015A Bonds, the Loan Agreement, dated as of December 1, 2015, between the Authority and the Hospital, requires that the Hospital adopt procedures for monitoring the activities of the Hospital with respect to the proceeds of the Series 2015A Bonds and the facilities financed or refinanced with such proceeds; and

**WHEREAS**, procedures for monitoring the activities of the Hospital with respect to the proceeds of the Series 2015A Bonds and the facilities financed or refinanced with such proceeds entitled “TAX EXEMPT FINANCING COMPLIANCE PROCEDURE FOR NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY \$254,975,000 REVENUE BOND AND REFUNDING BONDS, UNIVERSITY HOSPITAL ISSUE, SERIES 2015A AND OTHER OBLIGATIONS ISSUED PURSUANT TO SECTION 145 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED,” attached hereto as Exhibit A and hereinafter the “the Procedure” were presented to the Governance, Ethics, and Legal Committee; and

**WHEREAS**, the Procedures require the designation of a Tax Compliance Officer; and

**WHEREAS**, the Bylaws of University Hospital provide that, subject to the ratification of the Board of Directors, when necessary and in the best interests of the Hospital, the Governance, Ethics, and Legal Committee shall act on behalf of the Board of Directors; and

**NOW, THEREFORE, BE IT RESOLVED THAT:** the Governance, Ethics and Legal Committee of the Board of Directors of the Hospital, acting on behalf of the full Board of Directors of the Hospital in accordance with the Bylaws adopts the Procedures; and

**BE IT FURTHER RESOLVED THAT** Tom Daly, Vice President and Chief Financial Officer of University Hospital is designated as Tax Compliance Officer under the Procedures.

Resolution Adopted by Executive Committee: March 23, 2016

Resolution Adopted by Board of Directors: May 17, 2016



**RESOLUTION OF THE EXECUTIVE COMMITTEE  
BOARD OF DIRECTORS**

**WHEREAS**, the Legal Commitment Authority adopted by the Board of Directors of University Hospital (“UH”) on July 1, 2013 requires that proposed purchases by UH in excess of \$1,000,000.00 resulting from the waiver of advertising pursuant to New Jersey law be recommended for approval by UH’s Board of Directors after approval by the Finance, Investment, Administration and Audit Committee (“FIAA”); and

**WHEREAS**, the FIAA Committee met on March 30, 2016 and reviewed and approved the following contract:

<u>Vendor</u>	<u>Services</u>	<u>Terms</u>
Sciqest, Inc. (UH-W16-099)	Sciqest will provide UH its own Marketplace e-procurement system integrated with the UH Banner system.	Five year Waiver  Total not to exceed \$1,327,017

**WHEREAS**, the Bylaws of UH provide that, subject to the ratification of the Board of Directors of UH (the “Board”), when necessary and in the best interest of UH, the Governance, Ethics and Legal Committee (“GEL”) shall perform the duties of the Executive Committee; and

**WHEREAS**, Information Services and Technologies (“IS&T”) has requested a waiver of the bidding process for services and goods from Sciqest, Inc. for University Hospital’s Marketplace System. The amount of the waiver is \$1,327,017.00 for annual subscription fees for five years; and

**WHEREAS**, Sciqest software provides UH with administrative software that addresses all procurement data and bidding requirements and is fully integrated with the Banner system which is currently deployed throughout UH; and

**WHEREAS**, this waiver is justified because the Sciqest Marketplace procurement administrative software will limit costs, save effort and not require IST and Procurement resources to implement and re-train all UH personnel in a different system and thus assures standardization of software in the public interest and is justified based upon N.J.S.A. 52:34-9A as a Technical/Professional waiver; and

**WHEREAS**, UH's Legal Counsel has reviewed the contract, set forth above in this Resolution, for compliance with the New Jersey law governing the Waiver of Advertising and has found the contract to be in compliance therewith; now therefore,

**BE IT RESOLVED**, that this Board Resolution is a declaration of the official intent of the Board to authorize the Interim President and CEO, to execute an agreement with Ellucian Company LP, effective immediately, and that no further approvals by the Board are necessary to implement this Resolution.

Adopted by Executive Committee, UH Board of Directors: March 30, 2016

Adopted by UH Board of Directors: May 17, 2016