



**RESOLUTION OF UNIVERSITY HOSPITAL ADOPTING,
AFFIRMING AND RATIFYING ACTIONS OF THE EXECUTIVE
COMMITTEE AND ACTIONS OF THE OFFICERS OF THE
HOSPITAL 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 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, on August 24, 2021, the Safety and Quality Committee convened electronically and approved the credentials and privileges for certain current and new providers as presented to the Medical Executive Committee on August 13, 2021; and

WHEREAS, on September 23, 2021, the Executive Committee convened electronically and approved the credentials and privileges for certain current and new providers as presented to the Medical Executive Committee on September 14, 2021; and

WHEREAS, also at the September 23, 2021 electronic meeting of the Executive Committee, the Committee adopted a Resolution expressing the Board's continued support of the UH Trauma Program, inclusive of the Eric Munoz Trauma Center and the UH Pediatric Trauma Center; and

WHEREAS, on October 25, 2021, the Safety and Quality Committee convened electronically and approved the credentials and privileges for certain current and new providers as presented to the Medical Executive Committee on October 13, 2021; and

WHEREAS, having considered the activities of the Hospital and lawful actions of its officers since the last Annual Meeting, the Hospital further intends to adopt, affirm and ratify all such actions;

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 adopts, affirms, and ratifies the actions and recommendations, as appended hereto collectively as "Exhibit A" and as described in the recitals herein, 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 2021-1028-146 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: October 28, 2021


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, 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 procurements: (i) AP21-169S for annual software maintenance, upgrades and subscription fees tied to the Epic Software platform and the licensing of the Epic software module known as Willow to support the Hospital's new retail pharmacy operation all in an amount not to exceed \$3,128,162 and (ii) AP22-021S for supplemental funds in furtherance of staffing support provided through Prime Staffing; and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to award the following contracts, all of which were part of public Requests For Proposals: (1) RFP #UH-P21-011 to 3M Health Information Systems, Inc. to provide encoder, computer-assisted coding, clinical documentation improvement, and computer assisted physician documentation software solutions; (ii) RFP #UH-P21-005 to Experian Health, Inc. for insurance eligibility verification services; and (iii) an Amendment to contract #UH-P17-027 with Dynamic Mechanical Contractors, Inc. to provide an additional \$380,000 in funding via the HEFT Grant towards the Emergency Generator Program, bringing the total contract value to \$24,188,979; and

WHEREAS, the Hospital's Finance and Audit Committee has reviewed the proposed action and recommends approval;

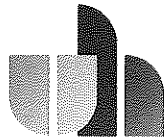
NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
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 2021-1028-147 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: October 28, 2021


Mary K. E. Maples, Corporate Secretary



University
HOSPITAL

Newark, NJ

**RESOLUTION OF UNIVERSITY HOSPITAL ADOPTING A
REVISED 2022 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, the Hospital has reviewed changes to anticipated revenues and expenses based on programs and economic information received after July 1, 2021, and has adjusted its annual budget for Fiscal Year 2022 in the form substantially as set forth in Exhibit “A” appended hereto and made a part hereof (the “Revised FY 2022 Budget”); and

WHEREAS, the Hospital’s Finance and Audit Committee reviewed the proposed action and recommends approval of the Revised FY 2022 Budget;

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 Revised FY 2022 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.

I hereby certify that this Resolution 2021-1028-149 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: October 28, 2021


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



Exhibit "A" – See attached Revised FY 2022 Budget as presented.