



UNIVERSITY HOSPITAL

Newark, New Jersey

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 (hereinafter the "Procurement Policy"); and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to: (i) approve and affirm the purchase of Inhaled Nitric Oxide medical gas and the proprietary delivery system from INO Therapeutics through February 29, 2020 with an expected contract value not to exceed \$1,680,000, and (ii) approve a five-year lease-purchase of diagnostic equipment from Roche Diagnostics Corporation so as to consolidate and standardize the four platforms currently used by the Department of Pathology into the Cobas 6800 platform, with an aggregate contract value not to exceed \$2,897,019; and

WHEREAS, the Hospital's Finance, Investment and Administration 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 2020-0107-90 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: January 7, 2020


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



RESOLUTION OF UNIVERSITY HOSPITAL PROVIDING PRELIMINARY APPROVAL OF AN INTERGOVERNMENTAL PARTNERSHIP WITH THE NEW JERSEY HOUSING AND MORTGAGE FINANCE AGENCY AND SELECTION OF L&M DEVELOPMENT PARTNERS, INC TO CONSTRUCT A PILOT MIXED-USE HOUSING AND AMBULATORY CARE CENTER DEVELOPMENT PROJECT

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, numerous studies have found that hospital emergency departments are being used by individuals, whose healthcare needs could be more efficiently and effectively served in an ambulatory care setting; and

WHEREAS, over the last several years, independent research across the country has identified a correlation between stable, affordable housing and the efficient and effective delivery of healthcare services; and

WHEREAS, national projects in California, Florida, Massachusetts, Mississippi, Pennsylvania, Washington DC, Washington, Oregon and New Jersey are seeking to integrate delivery of healthcare services with the provision of affordable and stable housing for individuals and families, who lack access to such services and/or housing; and

WHEREAS, in December of 2018, in response to an inquiry from the New Jersey Housing and Mortgage Finance Agency ("NJHMFA"), the Hospital submitted a letter of interest to participate in the NJHMFA's pilot program to develop affordable housing units and ambulatory care center space near the Hospital to efficiently deliver healthcare services directly to eligible individuals and families in Newark (the "Hospital Partnership Subsidy Pilot Program" or the "Project"); and

WHEREAS, in January of 2019, the Hospital issued a request for information and expressions of interest (the "RFI") seeking development entities who might partner with the Hospital to construct the Project, and as a result of the RFI, L&M Development Partners, Inc (the "Developer") was identified as a potential partner; and

WHEREAS, the Hospital intends to affirm the selection of the Developer to construct the Project; and



WHEREAS, the Developer and the NJHMFA have outlined a preliminary Project budget totaling approximately \$27 million, of which amount the Hospital may contribute \$3.0 million, funded in the form of a promissory note to the NJHMFA, the terms and conditions of which are subject to further review and negotiation between the Hospital, the NJHMFA and the Developer; and

WHEREAS, the Hospital would look to model similar criteria used by the Camden Coalition of Healthcare Providers under its *Housing First* initiative, which seeks to improve health outcomes and more coordinated care for residents of Camden, New Jersey; and

WHEREAS, the Hospital anticipates that the City of Newark intends to adopt a Resolution of Need and/or such other approvals or endorsements as are necessary and desirable to advance the Project; and

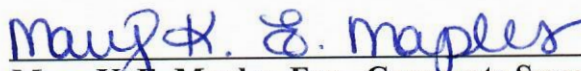
WHEREAS, the Hospital's Finance, Investment and Administration Committee has reviewed the proposed action and recommends preliminary approval of the Hospital's participation in the proposed Hospital Partnership Subsidy Pilot Program;

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 Partnership Subsidy Pilot Program is hereby preliminarily approved, subject to further due diligence by Hospital management.
3. The President and Chief Executive Officer is hereby directed to: (i) periodically brief the Finance, Investment, Administration and Audit Committee on the status of the Project, and (ii) take the steps necessary and desirable to advance the Project to final approval by future resolution of the Hospital, which approval shall be subject to, among other things, (a) final approval by the NJHMFA of the Project and such other applicable governmental approvals, and (b) negotiation of dispositive transactional documents and agreements with the Developer and the NJHMFA.
4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-0107-89 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: January 7, 2020


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