



## RESOLUTION OF THE BOARD OF DIRECTORS

**WHEREAS**, the Bylaws of the Board of Directors of University Hospital (the “Board”) provide the Board with the power and authority to direct and control expenditures, and enter into contracts and agreements for conducting the business of University Hospital; and

**WHEREAS**, the Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements Policy adopted by the Board on November 21, 2017 requires that proposed purchases by University Hospital in excess of \$1,000,000 resulting from the waiver of advertising, shall be recommended for approval by the Board after approval by the Finance, Investment, Administration and Audit Committee (the “FIAA Committee”); and

**WHEREAS**, University Hospital proposed to purchase from Nuance (formerly known as Quadramed) encoder software licenses, as well as repair and maintenance services, for Clintegrity 360 (formerly known as Quantim) Software in an amount not to exceed \$1,401,016.21 resulting from the waiver of advertising for the purchase of services that are technical in nature and necessary to assure standardization; and

**WHEREAS**, the encoder software licenses and the accompanying repair and maintenance services are vital to the inpatient and outpatient coding processes at University Hospital; and

**WHEREAS**, the FIAA Committee met on December 11, 2017 and reviewed and approved a Request for Waiver of Public Bid captioned “UH-W18-066” for a waiver to enter a new contract for encoder software licenses and repair and maintenance services, in an amount not to exceed \$1,401,016.21, for a term of December 1, 2017 through November 29, 2022, resulting from the waiver of advertising, in accordance with N.J.S.A. 52:34-10(g) (the “Contract”);

**NOW THEREFORE, BE IT RESOLVED**, that the Board accepts and approves the Contract.

Adopted by Executive Committee: December 15, 2017

Ratified by the Board of Directors: January 23, 2018