



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL AFFIRMING AND RATIFYING ACTIONS 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, pursuant to Resolution 2013-0701-11 adopted July 1, 2013, the Hospital approved several policies, as appended thereto, including those certain policies entitled, *Purchasing Process* and *Waiver of Bids* (singly and collectively referred to hereinafter as the "Former Procurement Policy"); and

WHEREAS, pursuant to Resolution 2017-1121-54 adopted November 21, 2017, the Hospital adopted that certain revised *Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements* (the "Former Delegation of Authority Policy") (the Former Procurement Policy and the Former Delegation of Authority Policy hereinafter referred to as the "Former Policies"); and

WHEREAS, in accordance with the Hospital's amended bylaws adopted June 26, 2018, 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") replacing the Former Policies; and

WHEREAS, the Hospital maintains a periodic and robust internal audit process of its operations, consistent with best internal audit practices; and

WHEREAS, as part of an internal audit, the Hospital identified two procurement agreements with Phoenix Medical Construction, U19-128, in the amount of \$2.494.4 million and A/Z Corporation, U19-161, in the amount of \$1.134.2 million, where final approval of the board of directors was not memorialized (the "Procurements"); and

WHEREAS, in accordance with the Restructuring Act, the Hospital prepares and issues annual audited financial statements, which are reviewed by the Finance, Investment, Administration and Audit Committee, subsequently approved by the Governance, Ethics and Legal Committee, and ratified by the board of directors; and

WHEREAS, the Hospital intends to affirm and ratify its 2018 and 2019 audited financial statements, and the Procurements; and

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 affirms and ratifies the prior actions of the Hospital's committee and executive management pertaining to the subject matter of this Resolution.
3. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-0318-92 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: March 26, 2020



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



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL AFFIRMING AND RATIFYING ACTIONS OF THE GOVERNANCE ETHICS AND LEGAL COMMITTEE, 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 Governance Ethics and Legal Committee (the "GEL Committee"), serving as the Executive Committee, is empowered to act on behalf of the Board; and

WHEREAS, at its regular meeting on March 18, 2020, the GEL Committee adopted Resolution 2020-0318-93 (appended hereto and made a part hereof) approving and accepting the award of grant funds administered under the Victims of Crime Act, 34 U.S.C. 201 *et seq.* for the Hospital's Violence Intervention Program; and

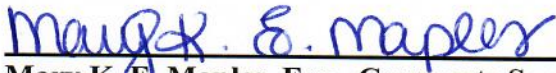
WHEREAS, in accordance with the Bylaws, the Hospital intends to affirm and ratify the aforementioned action of the GEL Committee; and

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 affirms and ratifies the actions of the GEL Committee pertaining to the subject matter hereof.
3. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-0326-94 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: March 26, 2020


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

True copy of GEL Committee Resolution 2020-0318-93

See attached.



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL ACCEPTING GRANT FUNDS AWARDED PURSUANT TO THE VICTIMS OF CRIME ACT, 34 U.S.C. 201 *ET. SEQ.*

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, since mid-2017, the Hospital has operated a hospital-based violence intervention program (the "HVIP") and by application submitted on or about November 8, 2019 (the "Application"), the Hospital applied for grant funds to support and expand its activities under the HVIP, as more fully described therein, in accordance with the Victims of Crime Act, 34 U.S.C. 201 *et seq.* (the "VOCA"); and

WHEREAS, by correspondence dated on or about January 27, 2020 from the New Jersey Office of the Attorney General, the Hospital was notified of a pending award of grant funds in the total amount of \$2,380,813, of which amount, \$1,937,959 would be sourced from funds administered under the VOCA, with \$442,854 provided as matching funds from the Hospital, under sub-award number HVP-09-18 for the period January 1, 2020 through September 30, 2021 (hereinafter referred to as the "VOCA Grant"); and

WHEREAS, in accordance with the Restructuring Act and the Hospital's bylaws, the Governance, Ethics and Legal Committee, serving as the Executive Committee of the Board of Directors, is authorized to accept and intends to accept the VOCA Grant;

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


1. The above recitals are incorporated herein by this reference.

2. The Hospital hereby accepts the VOCA Grant, and authorizes the President and Chief Executive Officer to execute all agreements and documents necessary and desirable to effectuate award of the VOCA Grant in support of the Hospital's Violence Intervention Program, as detailed in the Application and herein-above.

3. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.

I hereby certify that this Resolution 2020-0318-93 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: March 18, 2020



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



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL AFFIRMING AND RATIFYING ACTIONS 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, pursuant to Resolution 2013-0701-11 adopted July 1, 2013, the Hospital approved several policies, as appended thereto, including those certain policies entitled, *Purchasing Process* and *Waiver of Bids* (singly and collectively referred to hereinafter as the "Former Procurement Policy"); and

WHEREAS, pursuant to Resolution 2017-1121-54 adopted November 21, 2017, the Hospital adopted that certain revised *Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements* (the "Former Delegation of Authority Policy") (the Former Procurement Policy and the Former Delegation of Authority Policy hereinafter referred to as the "Former Policies"); and

WHEREAS, in accordance with the Hospital's amended bylaws adopted June 26, 2018, 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") replacing the Former Policies; and

WHEREAS, the Hospital maintains a periodic and robust internal audit process of its operations, consistent with best internal audit practices; and

WHEREAS, as part of an internal audit, the Hospital identified two procurement agreements with Phoenix Medical Construction, U19-128, in the amount of \$2.494.4 million and A/Z Corporation, U19-161, in the amount of \$1.134.2 million, where final approval of the board of directors was not memorialized (the "Procurements"); and

WHEREAS, in accordance with the Restructuring Act, the Hospital prepares and issues annual audited financial statements, which are reviewed by the Finance, Investment, Administration and Audit Committee, subsequently approved by the Governance, Ethics and Legal Committee, and ratified by the Board of Directors; and


WHEREAS, the Hospital intends to affirm and ratify its 2018 and 2019 audited financial statements, and the Procurements; and

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 affirms and ratifies the prior actions of the Hospital's committee and executive management pertaining to the subject matter of this Resolution.
3. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-0326-95 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: March 26, 2020



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



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL AUTHORIZING CERTAIN ACTIONS TO ADDRESS COVID-19 PREPAREDNESS MEASURES, 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, on March 9, 2020, as part of the State of New Jersey's coordinated response to address the novel coronavirus ("COVID-19") outbreak, Governor Phil Murphy issued Executive Order No. 103 declaring a State of Emergency and a Public Health Emergency across all twenty-one counties of the State (the "COVID-19 Declaration"), which, among other things, authorized State agencies to take all appropriate steps to address the public health hazards of COVID-19, and waived certain procurement procedures to expedite the delivery of goods and services necessary for COVID-19 preparedness and response efforts; and

WHEREAS, on or about March 18, 2020, the Hospital was notified by the Foundation for University Hospital that an anonymous corporate donor had donated approximately \$2.3 million (the "COVID-19 Donation") for the Hospital to use towards COVID-19 preparedness measures including the purchase of additional resources in the emergency department and intensive care units, ventilators, beds, tele-health capabilities, and sanitization resources; and

WHEREAS, philanthropic donations such as the COVID-19 Donation fill a critical resource gap, especially during public health emergencies; and


WHEREAS, consistent with the COVID-19 Declaration and the Hospital's Procurement Policy adopted pursuant to Resolution 2019-0917-83 dated September 26, 2019, the Hospital intends to pre-authorize, without further approval of the governing body, the emergency expenditure of up to an additional \$7.0 million of Hospital funds for COVID-19 preparedness procurements deemed necessary by the President and Chief Executive Officer and Chief Financial Officer;

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 acknowledges and graciously accepts the COVID-19 Donation and hereby approves, without further action of the governing body, the acceptance of all future in-kind and monetary donations in furtherance of the Hospital's COVID-19 preparedness measures; and
3. Consistent with the COVID-19 Declaration and the Hospital's Procurement Policy, the Hospital hereby approves without further action of the governing body, the emergency expenditure of up to an additional \$7.0 million of Hospital funds, and the execution of all necessary and desirable documents and agreements, for COVID-19 preparedness procurements deemed necessary by the President and Chief Executive Officer and Chief Financial Officer.
4. The President and Chief Executive Officer and/or the Chief Financial Officer shall periodically brief the Board of Directors on the status of the Hospital's efforts to manage the COVID-19 pandemic, and are hereby authorized to take all steps necessary and desirable to effectuate the purposes of this Resolution.
5. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-0326-96 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: March 26, 2020



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



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL AUTHORIZING CERTAIN PROCUREMENTS AND AMENDMENTS THERETO, 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, pursuant to Resolution 2019-0926-85 adopted September 26, 2019, the Hospital approved the negotiation and execution of a professional services agreement with Dr. Peter Pronovost and Ernst and Young (the "HRO Agreement") for a high reliability organization initiative to implement sustainable organizational change particularly in the areas of quality of care, safety and patient experience; and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve and affirm: (i) an amendment to the HRO Agreement to add and, as necessary, substitute qualified physicians as key personnel thereunder, with no change in the project budget; (ii) an award of contract to Baxter International, Inc to purchase various IV and IV-related products in an amount not to exceed \$5.0 million over a five-year term; and (iii) the award of a contract to Cardinal Health 110, LLC to purchase pharmaceutical products over a five-year term, with an expected contract value not to exceed \$210.0 million; and

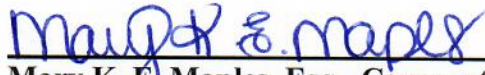
WHEREAS, the Hospital's Finance, Investment, Administration and Audit, and the Governance, Ethics and Legal Committees have reviewed the proposed action and recommend approval;

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 and amendments thereto 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 2020-0326-97 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: March 26, 2020



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



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL APPROVING AN EXECUTIVE SESSION IN ACCORDANCE WITH THE SENATOR BYRON M. BAIR OPEN PUBLIC MEETINGS ACT, *N.J.S.A. 10:4-6 ET SEQ.*

WHEREAS, in accordance with the Senator Byron M. Bair Open Public Meetings Act, *N.J.S.A. 10:4-6 et seq.*, University Hospital (the "Hospital") is permitted to discuss certain matters in a session closed to the public; and

WHEREAS, the Hospital desires to go into an executive session during its public meeting on March 26, 2020;

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 will meet in executive session during its public meeting on the 26th of March 2020, in accordance with Senator Byron M. Bair Open Public Meetings Act, *N.J.S.A. 10:4-12b*.
3. The subjects to be discussed in executive session concern measures related to protecting public safety during the COVID-19 pandemic and personnel matters.
4. The Hospital will not take official action on the items discussed during the executive session.
5. The discussion conducted during the executive session will be disclosed to the public as fully as possible during the public portion of the meeting of the Hospital on March 26th 2020 or thereafter, in accordance with the Senator Byron M. Bair Open Public Meetings Act.
6. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-0326-98 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: March 26, 2020

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

Resolution No. 2020-0326-98