

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – MAY 28, 2020**

| <u>RESOLUTION DESCRIPTION</u> | <u>RESOLUTION NO.</u> |
|--|------------------------------|
| Minutes Approval of Board Meeting Minutes, March 25, 2020 | 19363 |
| CONSENT AGENDA | |
| Executive Committee Approval of Modification for Establishment of Unsecured Line of Credit | 19364 |
| Facilities and Space Committee Approval to Further Amend the Medical Equipment Planning, Audio/Visual, Technology and Security Consulting Services Agreement with Mitchell Planning Associates for Campus Transformation Project | 19365 |
| Approval to Amend the Enhanced Commissioning Agency Services Agreement with Engineering Economics, Inc. for the Campus Transformation Project | 19366 |
| Approval to Further Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation | 19367 |
| Finance Committee Approval of the Continued On-Going Assistance of Kaufman Hall as the System's Financial Advisor for Transformation | 19368 |
| Medical Staff Approval of Medical Staff Providers Appointments and Actions – May 2020 | 19369 |

Approval of Board Meeting Minutes, March 25, 2020

RESOLUTION 19363

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of March 25, 2020 for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the Minutes of the Regular Meeting of March 25, 2020, as presented.

AYES: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 28, 2020

Approval of Modification for Establishment of Unsecured Line of Credit

RESOLUTION 19364

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the establishment of a line of credit;

WHEREAS, the Board of Trustees of The MetroHealth System previously approved the establishment of a line of credit on March 25, 2020, and, based upon the recommendation to modify certain of the terms previously approved;

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the establishment of a line of credit, within the terms of the capacity, features, interests and fees as described in Exhibit A, to be paid out of available operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 28, 2020

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval to Further Amend the Medical Equipment Planning, Audio/Visual, Technology
and Security Consulting Services Agreement with Mitchell Planning Associates for
Campus Transformation Project

RESOLUTION 19365

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for medical equipment planning, audio/visual, technology and security consulting services with Mitchell Planning Associates for the Campus Transformation project (the "Project"), and

WHEREAS, the Board's Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment of the agreement with Mitchell Planning Associates to provide additional exterior security design services for the Project. The total fees for this additional work shall not exceed \$35,500.00, for a total amended fee amount not to exceed \$2,310,135.00 to be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno,
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 28, 2020

Approval to Amend the Enhanced Commissioning Agency Services Agreement with
Engineering Economics, Inc. for the Campus Transformation Project

RESOLUTION 19366

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for the enhanced commissioning agency services with Engineering Economics, Inc. for the Campus Transformation project (the "Project"), and

WHEREAS, the Board's Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment of the agreement with Engineering Economics, Inc. to provide independent test and balancing support services for the Project. The total fees for this additional work shall not exceed \$939,668.00 for a total amended fee amount not to exceed \$2,460,453.00 to be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno,
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 28, 2020

Approval to Further Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation

RESOLUTION 19367

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for architectural services with HGA Architects and Engineers, LLC as the Master Architect for the Campus Transformation project (the "Project"); and

WHEREAS, the Board's Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment of the agreement with HGA Architects and Engineers, LLC to provide additional architectural and engineering services for the Project. The total fees for this additional work shall not exceed \$535,000.00, for a total amended fee amount not to exceed \$34,917,953.00 to be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 28, 2020

Approval of the Continued On-Going Assistance of Kaufman Hall
as the System's Financial Advisor for Transformation

RESOLUTION 19368

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for an increase in fees for the continued on-going assistance of Kaufman Hall as the System's Financial Advisor for Transformation; and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves an increase in fees for the continued on-going assistance of Kaufman Hall as the System's Financial Advisor for Transformation, for the purpose of providing financial planning, advice and guidance related to the Transformation and the funding of additional strategic capital expenditures throughout 2020, for aggregate fees not to exceed \$495,000 plus reasonable out-of-pocket expenses, to be paid out of general operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 28, 2020

Approval of Medical Staff Providers Appointments and Actions
May 2020

RESOLUTION 19369

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on April 28, 2020. The appointments will then be reviewed and accepted by the Medical Executive Committee on May 8, 2020.

Active

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|------------------|-------------------|---------------------|-------------------|
| Tse, William, MD | Medicine | Hematology/Oncology | 4/29/2020 |

Associate

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|----------------------------|-------------------|------------------|-------------------|
| Sonnenlitter, Luciana, CNP | Medicine | Gastroenterology | 4/29/2020 |

Privileged Non-Member

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|------------------------|-------------------|------------------|-------------------|
| Jain, Alok, MD | Medicine | Gastroenterology | 4/29/2020 |
| Morse, Julie, CNP | Family Medicine | Express Care | 4/29/2020 |
| Rasouli, Jonathan, MD | Neurosurgery | | 4/29/2020 |
| *Reeves, Alexander, MD | Neurology | | 4/20/2020 |

*Provider approved through expedited credentialing.

Non reviewable list-Clean files

Privileged Non-Member

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|----------------------------|-------------------|-----------------|-------------------|
| Jeyanandarajan, Dhiraj, MD | Neurology | | 4/29/2020 |
| O'Connor, Maureen, LISW | Psychiatry | Social Work | 4/29/2020 |
| VanNess, William, MD | Neurology | | 4/29/2020 |

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on April 28, 2020. The Actions will then be reviewed by the Medical Executive Committee on May 8, 2020.

Resignations

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>End Date</i> |
|-----------------------|--------------------|-----------------|-----------------|
| Bender, Michael, CRNA | Anesthesiology | | 4/17/2020-R |
| Brown, Austin, DO | Emergency Medicine | Life Flight | 11/14/2019-R |
| Erminy, Victor, DDS | Dental Medicine | Oral Health | 4/17/2020-R |
| Szmania, Erik, PA-C | Emergency Medicine | | 5/1/2020-R |

Staff Category Change

| <i>Name</i> | <i>Category From</i> | <i>Category To</i> | <i>Date</i> |
|-----------------------|-----------------------|--------------------|-------------|
| Campea, Kristine, CNP | Privileged Non-Member | Associate | 4/27/2020 |

Department Change

| <u>Name</u> | <u>Department From</u> | <u>Department To</u> | <u>Date</u> |
|----------------------|------------------------|------------------------|-------------|
| Kelly, Ellen, PA-C | Neurosurgery | Surgery/Trauma Surgery | 5/4/2020 |
| Johnson, Halee, CNP | Neurosurgery | Surgery/Trauma Surgery | 5/4/2020 |
| Waite, Kristen, PA-C | Emergency Medicine | Surgery/Trauma Surgery | 5/18/2020 |

Additional Clinical Privileges

| <u>Name</u> | <u>Privileges Added</u> | <u>Date</u> |
|--------------------|-------------------------------|-------------|
| Wallace, Ryan, CNP | Emergency Medicine Privileges | 4/27/2020 |

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

AYES: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss,
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 28, 2020