THE METROHEALTH SYSTEM BOARD OF TRUSTEES RESOLUTIONS – JULY 22, 2020

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RESOLUTION DESCRIPTION	RESOLUTION NO.
Minutes Approval of Board Meeting Minutes, May 28, 2020	19370
CONSENT AGENDA	
Facilities and Space Committee Approval to Further Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation	19371
Approval of the Engagement of ATC Group Services, LLC to Provide Environmental Assessment Services for the Campus Transformation	19372
Approval of Lease to Establish a Health Center and Approval of Associated Capital	19373
Approval to Engage a Construction Manager at Risk to Provide Preconstruction Services, Permitting and Demolition at the System's Old Brooklyn Campus	19374
Approval of the Engagement of Cannon Design to Provide Architectural Services for the Campus Transformation	19375
Finance Committee Approval of the Purchase of Certain Capital Equipment and Additional Associated	19376
Capital Approval of a Donation to DigitalC, a Nonprofit Corporation	19377
Approvar of a Donation to Digitale, a Nonprofit Corporation	19377
Medical Staff	
Approval of Medical Staff Providers Appointments and Actions – July 2020	19378
Other	
Approval of Claim Settlement No. 18-15-0517	19379
Approval of 2020 Metrics for Performance Based Variable Compensation Plan	19380
Approval of the Reaffirmation of its Commitment to Maintain an Adult and Pediatric Burn Center	19381
Approval and Authorization of Letter of Intent	19382
Approval of the Formation of an Ohio Nonprofit Business Entity	19383

Approval of Board Meeting Minutes, May 28, 2020

RESOLUTION 19370

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of May 28, 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 May 28, 2020, as presented.

AYES:

Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

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

RESOLUTION 19371

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 further 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 \$400,000, for a total amended fee amount not to exceed \$35,317,953 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. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

Approval of the Engagement of ATC Group Services, LLC to Provide Environmental Assessment Services for the Campus Transformation

RESOLUTION 19372

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of ATC Group Services, LLC to provide material environmental assessment services 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 engagement of ATC Group Services, LLC to provide environmental assessment services for the Project for fees based on unit pricing for specific categories of anticipated environmental assessment services required for designated building demolition areas, not to exceed \$1,000,000 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. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: July 22, 2020

Approval of Lease to Establish a Health Center and Approval of Associated Capital

RESOLUTION 19373

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lease for a health center location and associated capital expenditures; and

WHEREAS, the Facilities and Space Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the requested lease for space, as more fully described in Attachment A, and associated capital expenditures not to exceed \$5,742,000.

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

AYES:

Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

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 Engage a Construction Manager at Risk to Provide Preconstruction Services, Permitting and Demolition at the System's Old Brooklyn Campus

RESOLUTION 19374

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to engage a construction manager at risk to provide preconstruction services, permitting and demolition at the System's Old Brooklyn Campus (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 engagement of a construction manager at risk to provide preconstruction services, permitting and demolition for the Project ("Preconstruction CMAR"). The total fees for the Preconstruction CMAR's work shall not exceed \$500,000 to be paid out of capital funds previously approved through Board Resolution # 19348 and 19349.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to identify the firm that shall serve as Preconstruction CMAR and negotiate and execute agreements and other documents consistent with this resolution.

AYES:

Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

Approval of the Engagement of Cannon Design to Provide Architectural Services for the Campus Transformation

RESOLUTION 19375

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Cannon Design to provide architectural services for the System's Main Campus Outpatient Tower 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 engagement of Cannon Design to provide architectural services for the Project for fees not to exceed \$993,065, including reimbursables 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. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

Approval of the Purchase of Certain Capital Equipment and Additional Associated Capital

RESOLUTION 19376

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of certain capital equipment and additional associated capital as described in Exhibit A; and

WHEREAS, the Finance Committee of the Board of Trustees 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 purchase of certain capital equipment and additional associated capital as described in Exhibit A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES:

Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

EXHIBIT A

Item Description	Amount
Medical device used for external beam radiation treatments for	
patients with cancer, associated record and verify software, IS	
infrastructure, construction, design and labor	\$5,200,000

Approval of a Donation to DigitalC, a Nonprofit Corporation

RESOLUTION 19377

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for a donation to DigitalC, a nonprofit corporation; 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 a donation in an aggregate amount of \$240,000 to DigitalC, to be paid out of general operating funds, that will further efforts to ensure affordable digital access and address important social determinants of health that MetroHealth expects will improve health outcomes within the community.

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. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

Approval of Medical Staff Providers Appointments and Actions July 2020

RESOLUTION 19378

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on June 30, 2020. The appointments will then be reviewed and accepted by the Medical Executive Committee on July 10, 2020.

<u>Active</u>			
Name	Department	Division	Start Date
Alter, Jonathan, MD	Anesthesiology		7/1/2020
Alkrekshi, Akram, MD	Medicine	Hospital Medicine	7/6/2020
Atassi, Tarik, DO	Medicine	Hospital Medicine	7/8/2020
Bodner, Kimberly, PhD	Psychiatry		7/1/2020
Escajeda, Jeremiah, MD	Emergency Medicine		7/8/2020
Fibbi, Meghan, DO	Family Medicine		7/8/2020
Hoshi, Malcolm, MD	Emergency Medicine		7/1/2020
McFarlane, Andrew, MD	Medicine	Hospital Medicine	7/8/2020
Myers, Allison, MD	Family Medicine		7/8/2020
Pham, Ramya, MD	Radiology		7/1/2020
Pinto, Andres, DDS	Dental Medicine		7/1/2020
Pirela Araque, Daniela, MD	Medicine	Endocrinology	7/1/2020
Song, Gengqing, MD	Medicine	Gastroenterology	7/1/2020
Speer, Leslie, PhD	Psychiatry		7/1/2020
Spirtos, Charles, MD	Radiology		7/1/2020
Suguness, Arvind, MD	Medicine	Pulmonary Medicine	7/8/2020
Associate	T	5	g D .
Name CNP	<u>Department</u>	Division	Start Date
Hager, Dorothy, CNP	Neurology	T C	7/1/2020
Keibler, Heather, CNS	Surgery	Trauma Surgery	7/6/2020
Kusi, Lauren, CNP	Psychiatry	m	7/8/2020
Ludwig, Valeria, CNP	Surgery	Trauma Surgery	7/1/2020
Scarcipino, Andrea, CNP	PM&R		7/1/2020
Speice, Michael, PA-C	Emergency Medicine		7/1/2020
Weaver, Jeffrey, CNP	Medicine	Nephrology	7/1/2020
Privileged Non-Member			
Name	Department	Division	Start Date
Cao, Jessica, MD	Surgery	Ophthalmology	7/1/2020
Chapman, Anthony, PA-C	Surgery	Cardiothoracic	7/1/2020
Coffee, Tammy, CNP	Surgery	Trauma Surgery	7/1/2020
Easdale, Jessica, DO	Pediatrics	2.4.4	7/1/2020
Gatte, Steven, CNP	Psychiatry		7/1/2020
Hamburg-Shields, Emily, MD	OB/GYN		7/1/2020
Hossain, Rubayet, MD	Emergency Medicine		7/1/2020
Madan, Angad, DO	Family Medicine		7/1/2020
Mammo, Danny, MD	Surgery	Ophthalmology	7/1/2020
Moise, Mireille, MD	Surgery	Vascular Surgery	7/1/2020
1710100, 1711101110, 17110	Saigory	, asourar surgery	11 112020

Nguyen, Minh-Tri, MD	Medicine	Internal Medicine	7/1/2020
Redman, Emily, MD	OB/GYN		7/1/2020
Talbott, Patrick, MD	Medicine/Pediatrics		7/1/2020
Wang, Siew May, MD	Medicine	Internal Medicine	7/1/2020
Wright, James, MD	Neurology		7/1/2020
Wudel, Leonard, MD	Surgery	Cardiothoracic	7/1/2020
Zhao, Fang, MD	Pathology		7/1/2020
Zheng, Han Wei, MD	Emergency Medicine		7/1/2020

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on June 30, 2020. The Actions will then be reviewed by the Medical Executive Committee on July 10, 2020.

Resignations

Resignations			
Name	Department	Division	End Date
Addis, Matthew, MD	Emergency Medicine		6/30/2020-R
Bennett, Megan, DO	Emergency Medicine		6/30/2020-R
Bolden, Norman, MD	Anesthesiology		6/30/2020 - RT
Bodnar, Iryna, MD	Medicine/Pediatrics		6/30/2020-CC
Borinsky, Elliot, MD	Medicine	Internal Medicine	6/30/2020-R
Brown, Jeffrey, DO	Medicine	Internal Medicine	6/30/2020-R
Bruggeman, Clare, DO	Emergency Medicine	Life Flight	6/30/2020-R
Chan, Carolyn, MD	Medicine	Hospital Medicine	6/12/2020-R
Chava, Raghuram, MD	Medicine	Internal Medicine	6/30/2020-R
Daves, Alexander, DO	Emergency Medicine		6/30/2020-CC
Davis, Bryan, MD	Dermatology		6/30/2020-RT
de Padua, Ashley, MD	Medicine	Internal Medicine	6/30/2020-R
Ditty, Cameron, MD	Medicine	Internal Medicine	6/30/2020-R
Dziwis, Carolyn, MD	Geriatric Medicine		5/1/2020-RT
El-Rifai, Rasha, MD	Medicine	Nephrology	6/30/2020 - R
Garapic, Christine, CNP	Pediatrics		6/30/2020-R
Garrels, Kristina, MD	Urology		6/30/2020-CC
Gesing, Shelia, CNP	Pediatrics		6/30/2020 - RT
Grimm, Dawnetta, CNS	Surgery	Trauma Surgery	5/29/2020-RT
Gurley, Diana, PhD	Psychiatry		6/16/2020-CC
Gustafson, Lauren, MD	Emergency Medicine		6/30/2020-R
Haaga, John, MD	Radiology		6/29/2020-R
Hoff, Elise, MD	Pathology		6/30/2020-CC
Karp, Roger, DDS	Dental Medicine		6/17/2020-RT
Kartha, Lakshmi, MD	Medicine	Internal Medicine	6/30/2020-CC
Khandelwal, Anjay, MD	Surgery	Trauma Surgery	6/2/2020-R
Labbad, Gabriel, MD	OB/GYN		6/30/2020-CC
Malik, Fatima, MD	Pediatrics		6/30/2020 - R
Mastriana, James, DO	Emergency Medicine	Life Flight	6/30/2020-R
McNary, James, MD	Medicine	Internal Medicine	6/30/2020-R
Mopala, Prashanth, MD	Medicine	Internal Medicine	6/30/2020-R
Murphy, Thomas, MD	Medicine	Endocrinology	6/30/2020-RT
Naderi Mahabadi, Ali, MD	Medicine	Cardiology	6/12/2020-RL
Ortopan, Kristen, PA-C	OB/GYN		6/10/2020-R

Patel, Niral, DO	Medicine	Internal Medicine	6/30/2020-CC
Raeisi-Giglou, Pejman, MD	Medicine	Internal Medicine	6/30/2020-R
Rader, Erin, CNS	Geriatric Medicine		6/30/2020-RT
Roheny, Maureen, CNP	Medicine	Internal Medicine	6/17/2020-ET
Sawady, Joram, MD	Pathology		6/30/2020-RT
Sheyn, David, MD	OB/GYN	Urogynecology	5/29/2020-R
Staggs, Russell, DO	Emergency Medicine	Life Flight	6/30/2020-R
Tang, Sharon, MD	Emergency Medicine		6/23/2020-RL
Tate, Samuel, MD	Emergency Medicine		6/30/2020-RL
Weatherborn, Megan, MD	OB/GYN		6/30/2020-R
White, Theresa, DO	Pediatrics		6/30/2020-CC

Staff Category Change

Name	Category From	Category To	Date
Castro, Chloe, MD	Emergency Privileged Member	Active	7/1/2020
Edmiston, Marissa, MD	Emergency Privileged Member	Active	7/1/2020
Matheson, Elizabeth, MD	Privileged Non-Member	Active	7/1/2020

Department Change

Name	Department From	Department To	Date	
Castro, Chloe, MD	Internal Medicine	Pulmonary Medicine	7/1/2020	
Edmiston, Marissa, MD	Internal Medicine	Cardiology	7/1/2020	
Loesjos, Anastasia, CNP	Hospital Medicine	Urology	7/1/2020	

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

AYES:

Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

Approval of Claim Settlement

RESOLUTION 19379

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a lawsuit;

WHEREAS, the Board has reviewed this claim and proposed settlement and now recommends its approval;

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification

Maximum Settlement

No. 18-15-0517

\$500,000.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim against the amount set forth above, to be paid from operations and to be submitted for reimbursement by Select Assurance Captive LLC.

AYES:

Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

Approval of 2020 Metrics for Performance Based Variable Compensation Plan

RESOLUTION 19380

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved a Performance Based Variable Compensation plan for senior leadership (the "Plan"); and

WHEREAS, the President and Chief Executive Officer has presented the Board of Trustees of The MetroHealth System a recommendation for the approval of 2020 goals and performance metrics for the Plan.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the 2020 Plan Measures and Goals as described in the attachment hereto, to be utilized in connection with the overall compensation methodology. These metrics embody a balanced approach including financial, strategic, quality, community/consumer oriented, diversity, operational and innovation goals. No awards will be paid unless the System achieves the Adjusted EBIDA "trigger", which will be calculated net of the Performance Based Variable Compensation awards.

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. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE:

Attachment A

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RESOLUTION 19381

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the reaffirmation of its commitment to maintain an Adult and Pediatric Burn Center at MetroHealth Medical Center.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the reaffirmation of its commitment to maintain an Adult and Pediatric Burn Center at MetroHealth Medical Center.

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. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: July 22, 2020

Approval and Authorization of Letter of Intent

RESOLUTION 19382

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve and authorize the execution of a Letter of Intent setting forth the principal terms of a proposed transaction described on Attachment A to this Resolution;

WHEREAS, the Board of Trustees has reviewed this recommendation and discussed the background and material considerations relating to this proposed transaction; and

WHEREAS, the Board of Trustees determines that the execution and delivery of the Letter of Intent is in the best interests of the System.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves and authorizes the execution of a Letter of Intent setting forth the principal terms of the proposed transaction described on Attachment A to this Resolution;

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee is hereby authorized to continue negotiations consistent with the terms of the Letter of Intent.

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

Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: July 22, 2020

Attachment A

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Approval of the Formation of an Ohio Nonprofit Business Entity

RESOLUTION 19383

WHEREAS, the Board of Trustees (the "Board") of The MetroHealth System (the "System") has been presented a recommendation for the formation of a new Ohio nonprofit business entity for the purpose of providing certain health care advisory consulting, information technology consulting and related services.

WHEREAS, the Board finds that the formation of such new entity is consistent with the purposes identified in Section 339.10 of the Ohio Revised Code, including (i) supporting the mission of MetroHealth, (ii) participation in programs, activities and services useful to, connected with, supporting, or otherwise related to health and medical services, and (iii) in furtherance of MetroHealth's mission and functions to respond to change in the health care industry.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the formation of an Ohio nonprofit limited liability company, with MetroHealth or a MetroHealth wholly-owned affiliate, serving as the sole member of this new entity (the "Entity"). The Entity will be organized to conduct activities consistent with the System's mission and strategic objectives and the Board's Nonprofit Affiliate Protocol.

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the President and Chief Executive Officer, together with the Senior Vice President and Chief Legal Officer, to prepare the documentation necessary to form such Entity consistent with this resolution, and such other documents as required to appropriately organize such entity, the execution thereof by the President to be conclusive evidence that such actions are authorized by the Board.

BE IT FURTHER RESOLVED, any action taken by the System and its officers for and on its behalf in connection with the organization of the Entity or the transactions referenced in these resolutions whether heretofore done or performed, which are in conformity with the intent and purpose of these resolutions, is hereby approved, ratified and confirmed in all respects, and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer of the System and such other executive officers as he may designate be, and each of them hereby is, authorized to do or cause to be done all such acts or things and to make, execute and deliver or cause to be made, executed and delivered all such agreements, documents, instruments and certificates, in the name of and on behalf of the System or otherwise, as they deem necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing resolutions and to perform the obligations of the System in connection with the execution of the agreements described in these resolutions and/or the organization of the Entity.

AYES:

Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Moreno, Mr. Moss, Dr. Silvers,

Ms. Whiting

NAYS:

None

ABSENT:

None

ABSTAINED:

None

DATE: