# THE METROHEALTH SYSTEM BOARD OF TRUSTEES RESOLUTIONS – MAY 22, 2019

RESOLUTION DESCRIPTION	RESOLUTION NO.
Minutes Approval of Regular Board Meeting Minutes, March 27, 2019	19286
CONSENT AGENDA	
Facilities and Space Committee  Approval to Further Amend the Agreement with Turner Construction Company as the  Construction Manager at Risk for Campus Transformation and Set the Guaranteed  Maximum Price (GMP) for Package Phase B	19287
Approval to Further Amend the Medical Equipment Planning, Audio/Visual, Technology and Security Consulting Services Agreement with Mitchell Planning Associates for Campus Transformation	19288
Approval to Further Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation	19289
Approval of Capital Improvements to the Main Campus Cafeteria and Kitchen	19290
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Approval of Medical Staff Providers Appointments, Actions and Reappointments – May 2019	19294
Other	
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Proposed Settlement of Claim No. 17-15-0616	19299

#### Approval of Board Meeting Minutes, March 27, 2019

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#### **RESOLUTION 19286**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of March 27, 2019, 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 27, 2019, as presented.

AYES: Ms. Dee (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation and Set the Guaranteed Maximum Price for Phase B

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#### **RESOLUTION 19287**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement with Turner Construction Company as the Construction Manager at Risk for the Campus Transformation project (the "Project") to set the Guaranteed Maximum Price ("GMP") for Phase B; 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 Turner Construction Company to provide Project construction services and set the GMP for Phase B of the Project. The GMP for Phase B shall not exceed \$68,927,490 for a total amended agreement amount not to exceed \$204,765,790 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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

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

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#### **RESOLUTION 19288**

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 \$51,100, for a total amended fee amount not to exceed \$2,169,635 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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

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

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#### **RESOLUTION 19289**

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 \$1,373,500, for a total amended fee amount not to exceed \$34,342,953 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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### Approval of Capital Improvements to the Main Campus Cafeteria and Kitchen

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#### **RESOLUTION 19290**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for capital improvements to the Main Campus Cafeteria and Kitchen; 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 capital expenditure for the improvements to the Main Campus cafeteria and kitchen for aggregate costs not to exceed \$2,500,000, to be paid out of available capital 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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### Approval of Lease Agreement

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#### **RESOLUTION 19291**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lease; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the lease as more fully described in Attachment A.

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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### 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 of Amendment to Lease for a Community-Based Outpatient Care Location

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#### **RESOLUTION 19292**

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved the lease of space for a community-based outpatient care operation; and

WHEREAS, the space for the community-based outpatient care operation is to be relocated to another nearby location; 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 amendment to the current lease for space as more fully described in Attachment A.

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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### Attachment A

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#### Approval of Capital for Lease Improvements

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#### **RESOLUTION 19293**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for capital improvements to the new health center location on the campus of Urban Community School; 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 capital expenditure for the improvements to the new health center location on the campus of Urban Community School for aggregate costs not to exceed \$6,165,000, to be paid out of available capital funds.

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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

## Approval of Medical Staff Providers Appointments, Actions and Reappointments May 2019

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#### **RESOLUTION 19294**

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on April 30, 2019. The appointments will then be reviewed and accepted by the Medical Executive Committee on May 10, 2019.

Active			
Name	Department	Division	Start Date
Blinkhorn, Richard, MD	Medicine	Infectious Disease	5/1/2019
Ray, Amy, MD	Medicine	Infectious Disease	5/1/2019
Associate			
Name	Department	Division	Start Date
Anand, Dimple, APRN-CNP	Medicine	Internal Medicine	5/1/2019
Rees, Harry, APRN-CNP	Neurosurgery		5/1/2019
Waite, Kristen, PA-C	Emergency Medicine		5/1/2019
Privileged Non-Member			
Name	Department	Division	Start Date
Garay, Jaime, LISW	Psychiatry	Social Work	5/1/2019
Patadia, Brijesh, MD	PM&R		5/1/2019
Smith, Christopher, APRN-CNP	Family Medicine	Express Care	5/1/2019
Smock, Carissa, PhD	Medicine	Research	5/1/2019
Szmania, Erik, PA-C	<b>Emergency Medicine</b>		5/1/2019

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on April 30, 2019. The Actions will then be reviewed by the Medical Executive Committee on May 10, 2019.

## **Resignations**

<u>Name</u>	Department	Division	End Date
Berlec, Ivan, PA-C	Medicine	Internal Medicine	4/3/2019-R
Binstock, Martine, MD	Medicine	Internal Medicine	4/1/2019-RL
Camp, William, MD	Dermatology		4/7/2019-R
Conroy, Britt, MD, PhD	Family Medicine	Research	4/30/2019-R
Hanna-Mitchell, Anna, PhD	Urology	Research	4/1/2019-R
Hergenroeder, Paul, MD	Medicine	Hematology/Oncology	5/1/2019-RT

## **Category Change**

<u>Name</u>	Category from	Category to	Date
Riley, Nicholas, MD	Privileged Non-Member	Active	5/1/2019
Fogel, Susan, APRN-CNP	Associate	Privileged Non-Member	4/26/2019

## **Department Change**

Name	Department from	Department to	Date
Conley, Kimberly, APRN-CNP	Emergency Medicine	Family Medicine	4/22/2019
Additional Clinical Privileges			
Name	Privileges		Date
Conley, Kimberly, APRN-CNP	Adding Family Medicine F	Privileges	4/22/2019
Pagel, Shauna, APRN-CNP	Adding IUD insertion and	removal	4/24/2019
-	Adding Nexplanon insertion	on and removal	

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

AYES: Ms. Dee (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,

Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### Approval of Workers' Compensation Insurance Program

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#### **RESOLUTION 19295**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for a workers' compensation employer's liability insurance coverage program; and

WHEREAS, 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 workers' compensation employer's liability insurance; and paid out of operating funds, from:

- (a) Select Assurance Captive, LLC for coverage of claims in excess of \$50,000 with limits of \$1,250,000 at a funding premium not to exceed \$806,895; for the policy period of June 1, 2019 through June 1, 2020; and,
- (b) Midwest Employers for coverage of claims in excess of \$1,250,000 with limits of \$500,000,000 at a premium not to exceed \$378,288 for a two-year policy period of June 1, 2019 through June 1, 2021.

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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### Approval of the Formation of an Ohio Nonprofit Business Entity

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#### **RESOLUTION 19296**

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 outpatient health services at one or more locations off the main campus.

WHEREAS, the Chief Legal Officer further recommends that, based upon the need to further evaluate and develop strategic alternatives with respect to these new entities, these plans constitute a trade secret of the System, and that the details of the formation of those new entities and related matters be discussed in an Executive Session of the Board only.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the formation of an Ohio nonprofit corporation or limited liability company new business entity, with the MetroHealth Trust 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, in accordance with the terms of the MetroHealth Trust, the President and Chief Executive Officer will report on the formation and activities of any new entities.

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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### 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.

# Resolution Authorizing the Chief Financial Officer to Declare the Official Intent of MetroHealth to Reimburse Expenditures From Proceeds of Tax-Exempt Obligations

ADOPTED: May 22, 2019

#### **RESOLUTION 19297**

WHEREAS, The MetroHealth System ("MetroHealth") intends to finance certain capital projects from time to time (each a "Capital Project" and collectively, the "Capital Projects") on a long-term basis with proceeds of tax-exempt obligations;

WHEREAS, MetroHealth may pay for certain costs of such Capital Projects ("Project Costs") with funds of MetroHealth, or an affiliate of MetroHealth, prior to the time tax-exempt obligations are issued to finance such Project Costs;

WHEREAS, United States Treasury Regulations Section 1.150-2 (the "Reimbursement Regulations") prescribe conditions under which proceeds of bonds, notes or other obligations ("Tax-Exempt Obligations") can be used to reimburse advances made for certain expenditures paid before the issuance of such Tax-Exempt Obligations, will be deemed to be expended (or properly allocated to expenditures) for purposes of Sections 103 and 141 to 150 of the Internal Revenue Code of 1986, as amended (the "Code"), so that upon such reimbursement the proceeds so used will not further be subject to requirements or restrictions under those sections of the Code;

WHEREAS, certain provisions of the Reimbursement Regulations require that there be a Declaration of Official Intent not later than 60 days following payment of the expenditure expected to be reimbursed from proceeds of such obligations, and that the reimbursement occur within prescribed time periods after the expenditure is paid or after the property is placed in service; and

WHEREAS, this Board has determined to designate the Chief Financial Officer of MetroHealth as a person authorized to declare official intent in compliance with the Reimbursement Regulations with respect to future capital expenditures;

NOW THEREFORE, BE IT RESOLVED by the Board of Trustees of MetroHealth as follows:

**Section 1.** MetroHealth hereby authorizes its Chief Financial Officer (or chief executive officer or other person who carries out the duties and obligations of the Chief Financial Officer, if the Chief Financial Officer is for any reason unavailable), in his sole discretion after consultation with counsel, to (a) execute certificates in substantially the form of Exhibit A (the "Declaration of Intent Certificates") on behalf of MetroHealth for Project Costs which are reasonably expected to be reimbursed from proceeds of Tax-Exempt Obligations, to the extent that such Project Costs are paid prior to the issuance of the expected Tax-Exempt Obligations, (b) make appropriate reimbursement and timely allocations from the proceeds of Tax-Exempt Obligations to reimburse such prior expenditures, and (c) take any other actions as may be required under the Reimbursement Regulations to satisfy the requirements for the reimbursement to be treated as an expenditure of such proceeds for purposes of Section 103 and 141 to 150 of the Code.

**Section 2.** The Declaration of Intent Certificates are intended to be a declaration of MetroHealth's official intent to reimburse the expenditure of Project Costs paid prior to the issuance of Tax-Exempt Obligations, and any interim borrowing to be incurred by MetroHealth, with proceeds of such debt, for purposes of Treasury Regulations Section 1.150-2.

**Section 3.** This resolution shall be effective with respect to all future Capital Projects of MetroHealth and shall take effect immediately.

AYES: Ms. Dee (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

## Exhibit A Form of Declaration of Intent Certificate

I, Craig Richmond, Executive Vice President and Chief Financial Officer, HEREBY CERTIFY as of the date set forth below with respect to the costs described on Exhibit A hereto ("Project Costs") to be financed with the proceeds of bonds, notes or other tax-exempt obligations (collectively, "Tax-Exempt Obligations") as follows:

(a)	MetroHealth reasonably expects to reimburse such Project Costs from proceeds of Tax-Exempt Obligations.
(b)	That maximum principal amount of Tax-Exempt Obligations expected to be issued to finance the Project Costs is \$

- (c) The Project Costs to be reimbursed with the proceeds of Tax-Exempt Obligations will be "capital expenditures" in accordance with the meaning of Section 150 of the Internal Revenue Code of 1986, amended (the "Code").
- (d) No reimbursement allocation will employ an "abusive arbitrage device" under Treasury Regulations Section 1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Section 142 through 147, inclusive, of the Code, or any successor provisions;
- (e) The proceeds of Tax-Exempt Obligations used to reimburse MetroHealth for the Project Costs, or amounts corresponding to such amounts, will not be used in a manner that results in the creation of "replacement proceeds", including "sinking funds", "pledged funds" or funds subject to a "negative pledge" (as such terms are defined in Treasury Regulations Section 1.148-1) of such Tax-Exempt Obligations or other issues of debt obligations of the MetroHealth System, other than amounts deposited into a "bona fide debt service fund" (as defined in Treasury Regulations Section 1.148-1); and
- (f) All reimbursement allocations will occur not later than 18 months after the later of (i) the date the expenditure from a source other than Tax-Exempt Obligations is paid, or (ii) the date the financed Project is "placed in service" (within the meaning of Treasury Regulations Section 1.150-2, or any successor provisions) or abandoned, but in no event more than 3 years after the expenditure is paid.
- (g) This certification is intended to be a declaration of The MetroHealth System's official intent to reimburse such expenditures, for purposes of Treasury Regulations Section 1.150-2.

Date:	
•	
By:	
	Craig Richmond, Executive Vice President
	and Chief Financial Officer
	The MetroHealth System

# Exhibit B Project Description & Costs

Project Name:	Cost Center#:
Project Requestor:	Date of Request:
Funding Source:	Location:
Estimated Project Start Date:	Estimated Construction Time:
Project – Estimated Cost Information:	
Construction Cost (Including Fees/General Conditions and Co	ontingencies): \$
Soft Cost (Design Fees, Plan Review Fee, and Project Related	1 Expenses) \$
Furniture, Fixtures and Equipment:	\$
Land Acquisition Cost:	\$
Escalation: (Inflation):	\$
Capitalized Interest (Interim Financing):	\$
Total Estimated Project Cost:	\$
Project Description:	
Chief Financial Officer Date:	
Final Project Summary:	
Date Placed in Service: Date of Last Payment:	Final Project Cost:

#### Approval of Allocation of Additional Capital Funds for 2019

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#### **RESOLUTION 19298**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the approval of allocation of additional capital funds for 2019;

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves an increase to the amount of capital funds for 2019 from \$30 million to \$40 million to be funded from 2019 operating cash flow for the ongoing operations of MetroHealth.

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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

#### Approval of Claim Settlement

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#### **RESOLUTION 19299**

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. 17-15-0616

\$625,000.00

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 (via telephone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,

Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None