

Minutes of the New Jersey Health Care Facilities Financing Authority Special Meeting held on October 19, 2015 on the fourth floor of Building #4, Station Plaza, 22 South Clinton Avenue, Trenton, NJ.

*The following **Authority Members** were in attendance:*

Dr. Munr Kazmir, Public Member (Chairing); Maryann Kralik, Designee of the Commissioner of Banking and Insurance; Jessica Feehan, Designee of the Commissioner of Huma Services; and, via telephone, Elisa Charters, Vice Chair, Public Member; Suzette Rodriguez, Public Member

*The following **Authority staff members** were in attendance:*

Mark Hopkins, Steve Fillebrown, Ron Marmelstein, Michael Ittleson, Carole Conover and Chris Kniesler.

*The following **representatives from the State and/or the public** were in attendance:*

Cliff Rones, Attorney General's Office; Kavin Mistry, Division of Law; Larry Maher, Greenbaum, Rowe, Smith and Davis; and, via telephone, Lisa LeBoeuf, Governor's Authorities Unit:

CALL TO ORDER

Executive Director Mark Hopkins called the meeting to order at 1:05 p.m. and announced that this was a Special Meeting of the Authority. Complying with the Open Public Meetings Act and the Authority's By-laws, notice of this meeting was delivered to all newspapers with mailboxes at the Statehouse, including *The Star-Ledger* and *Courier Post*, enough in advance to permit the publication of an announcement at least 48 hours before the meeting.

Mr. Hopkins suggested that in the absence of the Authority's Chair, and noting that the Vice Chair was participating by phone, a Chair pro tem should be named to lead the meeting. Ms. Charters nominated Dr. Kazmir to serve as Chair pro tem; Ms. Feehan seconded. All Members voted in the affirmative and the motion passed

1. Saint Michael's Medical Center

Dr. Kazmir asked for a motion to enter in to Executive Session to receive legal advice and discuss contractual negotiations and potential litigation regarding St. Michael's Medical Center.

Ms. Freehan made the motion. Ms. Kralik seconded. All Members voted in the affirmative and the motion passed. As permitted by the Open Public Meetings Act and the Authority's By-Laws, the Members met in Executive Session to receive legal advice and discuss potential litigation and contractual negotiations regarding St. Michael's Medical Center. The Members went into Executive Session at 1:10 p.m.

AB RESOLUTION NO. PP-25

NOW, THEREFORE, BE IT RESOLVED, that, as permitted by the Open Public Meetings Act and the Authority's By-laws, the Authority meet in Executive Session to receive legal advice and discuss potential litigation and contractual negotiations regarding St. Michael's Medical Center;

BE IT FURTHER RESOLVED, that the results of discussions may be made known at such time as the need for confidentiality no longer exists.

The Members went back into public session at 2:25 p.m.

2. Resolution Ratifying Certain Actions of the Executive Director and Delegating Certain Actions to the Executive Director Regarding Saint. Michael's Medical Center

Dr. Kazmir asked for a motion to approve a resolution ratifying certain actions of the Executive Director and delegating certain actions to the Executive Director regarding Saint Michael's Medical Center.

Ms. Feehan made the motion. Ms. Kralik seconded. All Members voted in the affirmative and the motion passed

AB RESOLUTION NO. PP-26

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby approves the Resolution entitled, "RESOLUTION AUTHORIZING THE NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY TO TAKE CERTAIN ACTIONS WITH RESPECT TO THE PROCEEDING ENTITLED "IN RE SAINT MICHAEL'S MEDICAL CENTER, INC.," CASE NO. 15-24999, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY."

(attached)

3. Resolution approving authority expenditures in regard to the Saint Michael's Medical Center bankruptcy and authorizing the Executive Director or Controller to make said expenditures

Dr. Kazmir asked for a motion to approve the resolution to allow the Authority to make expenditures in regard to the Saint Michael's Medical Center bankruptcy and authorize the Executive Director or Controller to make said expenditures.

Ms. Charters made the motion. Ms. Feehan seconded. All Members voted in the affirmative and the motion passed

AB RESOLUTION NO. PP-27

WHEREAS, the Members of the New Jersey Health Care Facilities Financing Authority (the "Authority") have approved a Resolution entitled "**RESOLUTION AUTHORIZING THE NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY TO TAKE CERTAIN ACTIONS WITH RESPECT TO THE PROCEEDING ENTITLED "IN RE SAINT MICHAEL'S MEDICAL CENTER, INC.," CASE NO. 15-24999, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY**"; and,

WHEREAS, the Authority may be required to make certain expenditures related to the actions authorized by the Authority in the Saint Michael's Medical Center bankruptcy case; and

WHEREAS, the Authority may be required to make a payment in the amount of \$2,000,000 to Saint Michael's Medical Center, Inc. by Official Bank Check; and,

WHEREAS, the Authority's official signatories may be unavailable at the time payment is required;

NOW, THEREFORE BE IT RESOLVED, that the Members of the Authority hereby approve the debit of \$2,000,000 from the New Jersey Health Care Facilities Financing Authority's Operating Account #7855029240; and

LET IT FURTHER BE RESOLVED, that the Authority authorizes Executive Director Mark E. Hopkins or Controller Michael Ittleson to execute said transaction in accordance with this Resolution and upon the approval of two (2) of the Authority's

official signatories, which approval shall be evidenced through the execution of the document in the form below:

In accordance with Resolution PP-27 adopted at a duly authorized and noticed Special Meeting of the New Jersey Health Care Facilities Financing Authority (the "Authority") held at 1:00 p.m., Monday, October 19, 2015, we, _____, the _____ of the Authority and _____, the _____ of the Authority, as authorized signatories for the Authority, hereby approve the debit of \$2,000,000 from the New Jersey Health Care Facilities Financing Authority's Operating Account #7855029240 and authorize Authority Executive Director Mark E. Hopkins or Authority Controller Michael Ittleson to be issued an Official Bank Check payable to Saint Michael's Medical Center, Inc. in the amount of \$2,000,000 by debiting \$2,000,000 and any necessary fees from the New Jersey Health Care Facilities Financing Authority's Operating Account #7855029240.

(attached)

Hearing no further business, following a motion by Ms. Kralik and a second by Ms. Feehan, all of the Members voted unanimously to adjourn the meeting at 2:31 p.m.

I HEREBY CERTIFY THAT THE FOREGOING
IS A TRUE COPY OF MINUTES OF THE NEW
JERSEY HEALTH CARE FACILITIES
FINANCING AUTHORITY SPECIAL MEETING
HELD OCTOBER 19, 2015.

Carole A. Conover, Assistant Secretary