

**HOBOKEN MUNICIPAL HOSPITAL AUTHORITY
BOARD OF DIRECTORS
SPECIAL MEETING MINUTES**

LOCATION: Hoboken University Medical Center, Hoboken, NJ (Assumption Hall)

DATE/TIME: Wednesday, April 14, 2010 – 6:00 p.m.

PRESENT:
Annette Tomarazzo, Chair
E. Norman Wilson, Vice Chair
Tejal Desai
Alfred O. Fayemi, MD
Spiros Hatiras
Joseph M. Kozel, MD
Kevin Kramer
Eric Kurta
Jonathan Metsch, *as Proxy for Mayor Zimmer*
Steven Rofsky

EXCUSED:
Susan Tonry
Mayor Dawn Zimmer

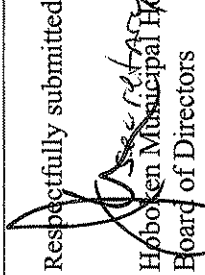
ALSO PRESENT:
Andrew Aronson, Esq., Gluck Walrath, LLP
Vincent Riccitelli, Acting CFO
George Crimmins, Executive Director
Stephen Fillebrown, NJHCFFA (*via teleconference*)

<u>ITEM</u>	<u>DISCUSSION</u>	<u>ACTION/FOLLOW-UP</u>
CALL TO ORDER	Chair Tomarazzo called the meeting to order at 6:50 p.m.	
OPEN PUBLIC MEETINGS ACT	All notice requirements under the Open Public Meetings Act have been satisfied by having a copy of the special meeting agenda published in the Star Ledger and the Jersey Journal, and by having a copy of the Agenda posted on the bulletin board in the Hoboken City Clerk's Office and on the HMHA website.	N/A
FLAG SALUTE	Members and guests rose to salute the American Flag.	
ROLL CALL	Roll call was taken. Commissioner Tonry is excused. Quorum of Commissioners is present. In Commissioner Tonry's absence, Stephen Fillebrown, Director of NJHCFFA, participated in the meeting.	
AGENDA	Chair Tomarazzo said the purpose of this meeting is to interview candidates for the special counsel position to assist the Authority in identifying strategic opportunities for the hospital. The Compliance/Audit Committee and other Commissioners have met with different law firms and narrowed the search to five. They are present today and each will provide a public presentation outlining their firm's experience. This will be followed by a public	

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(cont.)	<p>comment session, after which, the Authority will go into Closed Session to meet separately with each firm. Commissioner Metsch disclosed that during his professional career as hospital administrator he did have business with several of the firms present. He retired his position in 2006 and has not retained lawyers for anything, nor has he been retained by lawyers for anything and on advise of counsel, it is appropriate for him to participate today.</p> <p>Cole, Schotz, Meisel, Forman & Leonard, PA - Michael D. Sirota and Gerry Glime represented the firm. A 125-lawyer firm with 90 lawyers in NJ, well versed in guiding institutions, authorities, individuals and boards through a distressed environment and specifically within the healthcare and hospital industry. If selected, the firm would provide assistance in guiding the Authority through this maze of complexity. During Closed Session, they will share with the Authority the details and cases worked on in that regard. The description of the special counsel the Authority is looking for seems to be a legal quarterback to become involved in helping through the selection of a professional team that can efficiently and expeditiously navigate the Authority through some distressed areas.</p> <p>McDermott, Will & Emery - William P. Smith represented the firm. He has been in practice for 33 years with 75% of that time devoted to remediation of healthcare obligations. He has worked with hundreds of hospitals in 45 states as well as long term healthcare facilities, CCRCs, physician group practices and other ancillary services. The firm is the 23rd largest in the world and has over 1000 lawyers with offices in USA, Europe and the Far East, and has a health law department with much experience in similar situations such as this institution. There are stakeholders to whom this Authority does have obligations to, and a fundamental need to compete and deliver the mission and he is sure this asset is important to this community.</p> <p>Lowenstein Sandler, PC - Kenneth A. Rosen, Mary Seymour and Cassandra Porter represented the firm of 255 attorneys most of which are based in NJ. The firm's roots go back to 1960's. This is a full service firm with practices from corporate re-organizational restructuring, healthcare environmental litigations, to tax issues, management, etc., and also has a subsidiary firm in Trenton, NJ which is one of the larger lobbying firms. The firm has much experience with regards to healthcare matters handled on all sides, whether the entity, the entrepreneur or the creditors owed. In addition to chairing bankruptcy needs of the organization, Mr. Rosen is also a member of the parent board and the home health and hospice subsidiaries of St. Barnabas Hospital which has no interest in Hudson County. During Closed Session, he will provide his firm's strategic recommendations for this facility and more information with regards to their experience especially in the matter at hand within this community.</p> <p>Proskauer, Rose, LLP - Richard Zall and Monte Dube represented this firm of 700 lawyers with offices in NY, NJ, six other cities in the US and three offices abroad. The primary practice is focus on representations of hospital and other healthcare providers. Mr. Zall is chair of the firm's healthcare practice and together with Mr. Dube have over 50 collective years working with hospitals that are sick and distressed hospitals, and have much experience in the NY market as well as a number of instances in NJ. The Newark office has labor, employment and benefits capabilities. They view this probability as fundamentally a healthcare problem. The firm also has restructuring professionals. First and foremost, they think this is about the hospital, the community it serves, the physicians who are part of it and the employees. They enjoy working with hospitals to try to help them with their</p>	<p><i>Informational.</i></p>

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(cont.)	<p>problem through the other end. Mr. Dube has been a healthcare lawyer exclusively for over 25 years and has bought, sold, merged, joint ventured, privatized many hospitals across the country throughout the years. He has done much work with city, county, district, and state hospitals. He thinks his particular experience and expertise would be of value to the board going forward. He has spent much time working with boards to ensure they exercise their fiduciary duty appropriately, and that they have a process in place so that they can exercise their fiduciary duty and oversight.</p> <p>Drinker, Biddle & Reath, LLP - Robert K. Malone, Doug Swill and Frank Velocci represented the firm which has corporate restructure practice and healthcare practice. They just came off the reorganization of St. Mary Hospital, Passaic, NJ who was the first to ever file Chapter 11 in NJ and who successfully came out of this. They are not looking at this situation as a bankruptcy or anything of that nature. Mr. Malone and Mr. Swill have worked together on many healthcare situations over the years. The firm has over 675 lawyers located across the country, and the healthcare practice has represented healthcare industry for over 90 years and maintains the largest in healthcare representation. The firm received the prestigious #1 ranking by Chambers USA. Mr. Swill has been practicing for 20 years and has been at the firm for 17 years and worked on many affiliations and transactions involving hospital to hospital, worked on a number of hospital physician joint ventures and spent much time working on corporate and regulatory matters. More detail will be provided in Closed Session. Mr. Velocci added he was the in the Passaic SMH case, on the financial restructuring but more on the litigation and negotiation aspect, and helped to negotiate the labor piece. He also has worked on some regulatory litigation for the government affairs practice in NJ and as well as nationally.</p>	
PUBLIC COMMENTS	None	
CLOSED EXECUTIVE SESSION	<p>Resolution to move into Closed Executive Session to discuss matters that fall under NJSA-10:4-12-B7 attorney/client privilege was presented at 7:12p.m. Vote was taken (9-0-0).</p> <p>Motion to come out of Closed Executive Session and back into Open session at 1:14a.m. was made by Commissioner Rofsky, seconded by Commissioner Kurta. Vote was taken (7-0-0)</p> <p>It was noted that Commissioners Fayemi and Wilson left the meeting prior to the end of the Closed Session. During Closed Session the Authority discussed the hiring of special counsel to represent the Authority and interviewed counsel. The results of those discussions will be made known at the next meeting of the Authority.</p>	<p><i>Approved.</i></p> <p><i>Approved.</i></p>
DISCUSSION ITEMS	None.	
ADJOURNMENT	There being no further business motion to adjourn was made at 1:15a.m. Vote was taken (7-0-0).	<i>Approved. Meeting ended</i>

Respectfully submitted


 Robert A. ...
 Hoboken Municipal Hospital Authority
 Board of Directors