

**MEMORIAL HEALTH SYSTEM ENTERPRISE
BOARD OF TRUSTEES
RESOLUTION NO. 2015-01**

**A RESOLUTION APPROVING AMENDED & RESTATED
BYLAWS OF THE MEMORIAL HEALTH SYSTEM
ENTERPRISE**

WHEREAS, since 1949, the City of Colorado Springs (the "City") has owned Memorial Health System (then known as Memorial Hospital) and was the licensed operator of Memorial Health System facilities from 1949 to 2012; and

WHEREAS, Memorial Health System was established as an enterprise of the City (the "MHS Enterprise") governed through a Board of Trustees; and

WHEREAS, in order to ensure the continued provision of the highest quality of care to the greater Colorado Springs community, careful consideration was given by the Board of Trustees, the City Council, and the citizens of the City to various options for the ownership, governance, and control of Memorial Health System, including the option of leasing the assets of Memorial Health System to an outside independent operator; and

WHEREAS, after determining it to be in the best interest of the public health, safety, and general welfare of the City and its residents, the City Council approved the City's entry into (i) the Health System Operating Lease Agreement dated July 2, 2012 (which contemplated transfer of Memorial Health System assets and the long-term lease of Memorial Health System facilities to a lessee (first Poudre Valley Health Care, Inc., then UCH-MHS)), and (ii) the Integration and Affiliation Agreement, dated July 2, 2012, by and among the City, University of Colorado Health, Poudre Valley Health Care, Inc., and UCH-MHS (such agreements, collectively, the "Memorial Health System Affiliation"); and

WHEREAS, the voters of the City, upon referral by the City Council and through the special election held August 28, 2012, approved the terms of the Memorial Health System Affiliation, and the transactions and actions contemplated thereby, and the Memorial Health System Affiliation became effective on October 1, 2012; and

WHEREAS, the MHS Enterprise remains an enterprise of the City, with responsibilities relating to, among other matters, administering and monitoring the Memorial Health System Affiliation, preparing to address and resolve any issues or concerns arising under the Memorial Health System Affiliation or related agreements, evaluating potential future health care services and affiliations or ventures, and managing residual liabilities from the MHS Enterprise's direct operation of health care facilities prior to the Memorial Health System Affiliation; and

WHEREAS, the Board of Trustees (the "MHS Enterprise Board") desires to amend and restate the bylaws of the MHS Enterprise (the "Bylaws") by replacing the current Bylaws in their entirety with the attached AMENDED & RESTATED BYLAWS, in recognition of the Memorial Health System Affiliation.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE MHS ENTERPRISE:

Section 1. Amended & Restated Bylaws. The Amended & Restated Bylaws, as submitted herewith and attached hereto, are hereby approved. The MHS Enterprise Board recommends that the City Council of the City of Colorado Springs (the "City Council") approve such Amended & Restated Bylaws. Upon passage by the City Council, and publication as provided by the Charter of the City of Colorado Springs, the previous Bylaws will be rescinded and replaced in their entirety with the Amended & Restated Bylaws and the MHS Enterprise shall operate pursuant to such Amended & Restated Bylaws.

Section 2. MHS Enterprise Charters, Policies, and Governance Materials. The governing charters of the MHS Enterprise Board and other governance-related materials of the MHS Enterprise Board (other than the Amended & Restated Bylaws), including summaries of Board Committee Organization, are hereby rescinded and of no further force and effect. All policies previously adopted by the MHS Enterprise Board are hereby suspended until such time as the MHS Enterprise Board specifically readopts such policies.

Section 3. Other Actions. Members of the MHS Enterprise Board, their authorized designees, any authorized agent of the MHS Enterprise, and any authorized agent of the City of Colorado Springs on behalf of the MHS Enterprise, are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to give effect to and comply with the terms and intent of this Resolution and the Amended & Restated Bylaws. Such actions heretofore taken by such MHS Enterprise Board members, their authorized designees, any authorized agent of the MHS Enterprise, and any authorized agent of the City of Colorado Springs on behalf of the MHS Enterprise, are hereby ratified, confirmed and approved.

ADOPTED, APPROVED, AND SIGNED this 10th day of November, 2015.

Signature Page Follows

BOARD OF TRUSTEES OF THE MEMORIAL
HEALTH SYSTEM ENTERPRISE

Chair of the Board

ATTEST:

Assistant Secretary of the Board