

RESOLUTION NO. _____

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

WHEREAS, Memorial Health System was established as an enterprise of the City (the "MHS Enterprise") governed through a Board of Trustees; 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, upon referral by the City Council and through the special election held August 28, 2012, the voters of the City 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 of the MHS Enterprise, after thorough study, has approved Amended & Restated Bylaws at their November 10, 2015 meeting, in recognition of the Memorial Health System Affiliation; and

WHEREAS, the Amended & Restated Bylaws are consistent with the City of Colorado Springs Rules and Procedures of Council, the City Charter, and all applicable electoral ordinances governing the MHS Enterprise.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY
OF COLORADO SPRINGS:**

Section 1. The City Council hereby approves the adoption of the Amended & Restated Bylaws promulgated by the MHS Enterprise Board of Trustees (the "MHS Enterprise Board").

Section 2. The City Council hereby approves the rescission of (i) the governing charters of the MHS Enterprise Board and (ii) other governance-related materials of the MHS Enterprise Board (other than the Amended & Restated Bylaws), including summaries of Board Committee Organization. The City Council also approves the suspension of all policies previously adopted by the MHS Enterprise Board until such time as the MHS Enterprise Board specifically readopts such policies.

Section 3. 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 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 by the City Council.

Dated at Colorado Springs, Colorado, this ____ day of _____, 2015.

Merv Bennett, Council President

ATTEST:

Sarah B. Johnson, City Clerk