

Memorial Resolution for Ralph Landau

As a scholarship student at Penn, Philadelphia native Ralph Landau (CHE '37, HON '93) maintained a place on the Dean's List throughout his undergraduate years, graduated at the head of his class, and received a fellowship in engineering. Later, armed with his Bachelor of Science from Penn and a doctorate from MIT, he blended Depression-era ingenuity with a large dose of native talent and turned himself into the leading entrepreneur of the American chemical industry.

Considered one of the great minds of the 20th Century, he was a sought-after leader, teacher, and innovator in the postwar period and throughout his consistently productive life. Halcon Scientific-Design Group, one of several companies that he owned or founded, operated more than 300 plants worldwide and produced some 1,400 patents, including those for the key components of antifreeze and Dacron. In 1982, after receiving every award offered by the chemical industry, he took on a second career as an academic scholar, seeking linkages between technology and economics. He served as a consulting professor, senior fellow, and research fellow at several top universities, including the University of Pennsylvania, and authored over 150 publications, including nine books. Among his many honorary degrees was an Honorary Doctor of Science from Penn, citing his excellence as "an imaginative engineer, self-trained entrepreneur, and hands-on economist." His leadership as a member of the National Academy of Engineering resulted in programs of lasting importance to his profession and the nation. He was also a Fellow of the New York Academy of Sciences, the American Academy of Arts and Sciences, and the American Philosophical Society.

At Penn, we are further indebted to him for his service as a Trustee and Trustee Emeritus, since 1977, and for his leadership as Chair of the School of Engineering and Applied Science Board of Overseers from 1979-85. The University has long benefited from three lasting tributes to his vision and commitment: The Ralph Landau Professorship at the Fisher Program in Management and Technology, the Ralph Landau Fellowship at SEAS, and a summer research fellowship at AQUAVET, the nation's first aquatic veterinary medicine program, in the School of Veterinary Medicine where his daughter, Dr. Laurie Landeau, WG'84, V'84, is an Overseer and Chair of the Capital Campaign.

RESOLVED, that the Trustees of the University of Pennsylvania convey their sorrow at the death of their colleague and long-time friend, Ralph Landau, and in recording this official minute on behalf of the University community, share their sense of loss with his family, especially his wife, Claire, and daughter, Laurie. Throughout his long life he had an extraordinary impact on Penn and on society, and we will continue to remember him with gratitude and affection.

Resolution of Appreciation for Stephen A. Wynn

When Steve Wynn (C'63) linked his fortunes with Las Vegas, it was definitely a Wynn-win situation, and the same can be said of his bond with Penn. Throughout his professional life, his stunning feats of entrepreneurship have been described by prefixes like mega, super, and major. At Penn, we acknowledge his showmanship, while recognizing and benefiting from his serious side. Whatever the arena, his dazzling creations have been visionary in origin and fruition. Whether collecting great painting like Picasso's *Le Reve* or creating his own dream-like resorts, he appreciates and often achieves transformation.

Here at his alma mater, he foresaw, in his words, "a better place for the kids here now and the ones who will be coming," and promptly set about making his vision a reality. As a central figure in the physical transformation of the Penn campus, he was the inspiration for and a major backer of Perelman Quadrangle's Wynn Commons. The vibrant new center for student life has, as he intended, "shrunk the psychological size of the campus," providing an outdoor hub for concerts, ceremonies, debates, celebrations, and spontaneous fun.

During his own days as a Penn undergraduate majoring in English, his interest in media, entertainment, and spectacle were already in evidence. He worked at Penn's radio station WXPB and played Aegeus in a Penn Players performance of *Medea*. He was also a member of the Sigma Alpha Mu Fraternity. Maintaining his Penn connection throughout the years, he brought his expertise, wisdom, and wealth of experience to the role of Trustee in 1994, serving on the Facilities, External Affairs, and Finance Committees.

RESOLVED, that the Trustees of the University of Pennsylvania, on behalf of themselves, the overseers, administration, faculty, students, and alumni of the University, convey their gratitude to Steve Wynn for his service as a Trustee and his dedication to his alma mater. Wynn Commons is no mirage, it is a solid stage for countless interactions of the Penn community -- one that will endure for generations to come, along with our gratitude.

Resolution to Reelect James S. Riepe as Chair of the Board of Trustees

RESOLVED, that James S. Riepe be reelected Chair of the Board of Trustees of the University of Pennsylvania, effective July 1, 2004, for the term ending June 30, 2005.

**Resolution to Reelect Jon M. Huntsman, Sr., and Michael L. Tarnopol as Vice
Chairs of the Board of Trustees**

RESOLVED, that Jon M. Huntsman, Sr., and Michael L. Tarnopol be reelected as Vice Chairs of the Board of Trustees of the University of Pennsylvania, effective July 1, 2004, for the term ending June 30, 2005.

Resolution to Elect the Executive Committee

RESOLVED, that the following Trustees be elected members of the Executive Committee for one-year terms effective July 1, 2004: Madlyn K Abramson, Christopher H. Browne, Gilbert F. Casellas, L. John Clark, David L. Cohen, Esq, Jon M. Huntsman, Sr., Paul K. Kelly, James J. Kim, William L. Mack, Andrea Mitchell, James S. Riepe (chair), David Silfen, Alvin V. Shoemaker, Michael L. Tarnopol, George Weiss, and Paul C. Williams.

Resolution to Appoint the Investment Board

RESOLVED, that the following persons be elected members of the Investment Board of the Trustees of the University of Pennsylvania for a term of one year, effective July 1, 2004, and until their successors are elected or appointed and qualified: Christopher H. Browne, Joel Greenblatt, Howard S. Marks (chair), Edward Mathias, David M. Silfen, and Mark Winkelman.

Resolution to Elect William P. Lauder as a Term Trustee

Mr. William P. Lauder (W'83) will assume the position of CEO of Estee Lauder on July 1, 2004. He joined Estee Lauder Companies in 1986 as Regional Marketing Director of Clinique U.S.A. in the New York Metro area, and served in this position until 1988. He then served as Field Sales Manager for Prescriptives from 1988 to 1990.

Mr. Lauder was the architect of the company's freestanding store strategy and store-within-store concepts. From 1990 to 1998, Mr. Lauder served first as Vice President and General Manager, then as President, of Origins Natural Resources, Inc., where he led the introduction and development of this lifestyle brand. Mr. Lauder served as President of Clinique Laboratories from July 1998 to July 2001.

Mr. Lauder has contributed to the Estee Lauder Companies' success in numerous roles. In July 2001, he was appointed President of Clinique Worldwide, and Group President of Estee Lauder Companies, with responsibility for two major brands, Clinique and Origins, and in 2003 he was appointed Chief Operating Officer. Prior to joining Estee Lauder, Mr. Lauder completed Macy's executive training program in New York City in the early 1980s, and became Associate Merchandising Manager of the New York Division/Dallas store at the time of its opening in September 1985. He has been a member of Estee Lauder Companies board since 1996. Mr. Lauder serves as a co-Donor and Director of the Lauder Foundation, Inc.

Resolution of Appreciation for Robert L. Barchi

Provost Robert Barchi's vast range of expertise includes the most complex thing that we know of in the entire universe -- the brain. No doubt he found his mastery of the subject useful while serving as Penn's chief academic officer.

Thirty years ago, however, when he began his Penn career, his brain-work was quite literal. Armed with a Ph. D. in biochemistry from the School of Arts and Sciences and an M.D. from Penn Medicine, he joined the medical faculty, where, over the years, he served as vice-dean for research, founding-chair of the Department of Neuroscience, and chair of the Department of Neurology. He was also the founder and president of Penn Neurocare, a regional specialty network. As director of the Mahoney Institute of Neurological Sciences for twelve years, he made it the focus of Penn's growth in neuroscience. In the course of expanding the interdisciplinary, university-wide Institute he worked closely with 18 departments and six schools, an experience that prepared him well for the next phase of his Penn career.

Accepting the position of Penn's provost in 1999, he took on direct oversight for more than \$700 million in annual research funding, as well as for our 23,000 undergraduate, graduate, and professional students and 2,400 full-time faculty. He began by helping the president work through the complex financial and management issues of the Health System, stabilizing the long-term financial outlook of the School of Medicine. Moving on to the challenge of transforming the University, he rebuilt the academic infrastructure of the Provost's Office, strengthened Penn's academic mission, managed the issues of human research at the University, and recruited new leadership for nine of the University's twelve schools. Leading a team of over 200 faculty, students and staff members, he helped create The Leadership Agenda, which will form the blueprint for Penn's new initiatives during the next eight years.

His personal leadership roles include serving as vice chair of BioAdvance, a consortium to spur statewide job creation and retention in the life sciences, and on the Board of Ben Franklin Technology Partnerships. A world-renowned scholar and prolific author, he was elected to the Institute of Medicine of the National Academy of Sciences and many other prestigious organizations. At Penn, he received the Distinguished Graduate Award and the Lindback Award for Excellence in Teaching and was recently named the Fairhill Professor of Medicine, one of the oldest endowed chairs at the University. He takes with him the high praise and admiration of his academic colleagues.

RESOLVED, that the Trustees of the University of Pennsylvania, on behalf of themselves, the overseers, administration, faculty, students, and alumni of the University, convey their gratitude to Robert Barchi, for his extraordinary impact on the University as teacher, researcher, clinician, and leader. His wisdom and strategic skill will be felt long into Penn's future, while his past and future contributions to medical science will continue to benefit humanity. We are fortunate and grateful that he will remain close to Penn, both geographically and in spirit.

Resolution on Faculty Appointments, Leaves and Promotions
April 30, 2004 — May 27, 2004

SCHOOL OF ARTS AND SCIENCES

STANDING FACULTY

Appointment Authorizations

Authorization to offer appointment to Dr. Dirk Krueger as Assistant Professor of Economics in the Standing Faculty of the School of Arts and Sciences for four years effective July 1, 2003 **contingent upon appropriate visa** (full salary; tenure probationary period commences July 1, 2003). Mandatory tenure review is academic year 2008-09.

Chair Designation

Designation of Dr. Liliane Weissberg, Professor of Germanic Languages and Literatures in the Standing Faculty of the School of Arts and Sciences, as the Christopher H. Browne Distinguished Professor in Arts and Sciences effective April 1, 2004 through her tenure.

Promotions

Promotion of Dr. Edwin G. Abel to Associate Professor of Biology in the Standing Faculty of the School of Arts and Sciences effective July 1, 2004 (full salary; with tenure).

Promotion of Dr. Tina Lu to Associate Professor of Asian and Middle Eastern Studies in the Standing Faculty of the School of Arts and Sciences effective July 1, 2004 (full salary; with tenure).

Promotion of Dr. Maria Isabel Sanguesa-Romero to Associate Professor of Linguistics in the Standing Faculty of the School of Arts and Sciences effective July 1, 2004 (full salary; with tenure).

Promotion of Dr. Jeffrey G. Saven to Associate Professor of Chemistry in the Standing Faculty of the School of Arts and Sciences effective July 1, 2004 (full salary; with tenure).

Promotion of Dr. Paul D. Sniegowski to Associate Professor of Biology in the Standing Faculty of the School of Arts and Sciences effective July 1, 2004 (full salary; with tenure).

Reappointments

Reappointment of Dr. Joseph N. Clarke as Assistant Professor of English in the Standing Faculty of the School of Arts and Sciences for three years effective July 1, 2005

(full salary; tenure probationary period commenced July 1, 2001). Mandatory tenure review is academic year 2006-07.

Reappointment of Dr. Karen E. Detlefsen as Assistant Professor of Philosophy in the Standing Faculty of the School of Arts and Sciences for three years effective July 1, 2005 contingent on appropriate visa (full salary; tenure probationary period commenced July 1, 2001). Mandatory tenure review is academic year 2006-07. *[Consideration for promotion to tenure is contingent upon United States permanent residency status.]*

Reappointment of Dr. David Grazian as Assistant Professor of Sociology in the Standing Faculty of the School of Arts and Sciences for three years effective July 1, 2005 (full salary; tenure probationary period commenced July 1, 2001). Mandatory tenure review is academic year 2006-07.

Reappointment of Dr. Andrea Genevieve Grottoli as Assistant Professor of Earth and Environmental Science in the Standing Faculty of the School of Arts and Sciences for three years effective July 1, 2005 (full salary; tenure probationary period commenced July 1, 2001). Mandatory tenure review is academic year 2006-07.)

Reappointment of Dr. Sanjay Krishnan as Assistant Professor of English in the Standing Faculty of the School of Arts and Sciences for three years effective July 1, 2005 contingent on appropriate visa (full salary; tenure probationary period commenced July 1, 2001). Mandatory tenure review is academic year 2006-07. *[Consideration for promotion to tenure is contingent upon United States permanent residency status.]*

Reappointment of Dr. Robert A. Maxwell as Assistant Professor of History of Art in the Standing Faculty of the School of Arts and Sciences for three years effective July 1, 2005 (full salary; tenure probationary period commenced July 1, 2001). Mandatory tenure review is academic year 2006-07.

Reappointment of Dr. Jason Schnittker as Assistant Professor of Sociology in the Standing Faculty of the School of Arts and Sciences for three years effective July 1, 2005 (full salary; tenure probationary period commenced July 1, 2001). Mandatory tenure review is academic year 2006-07. Continuation of designation as the Janice and Julian Bers Assistant Professor in the Social Sciences for the duration of his appointment at the rank of Assistant Professor.

Extension to Reappointment and Tenure Probationary Period

Extension to the approved reappointment and tenure probationary period for Dr. Firoozeh Kashani-Sabet as Assistant Professor of History in the Standing Faculty of the School of Arts and Sciences for one year effective July 1, 2006 (full salary; tenure probationary period commenced July 1, 1999). **Adjusted** mandatory tenure review is academic year **2005-06**. *[This extension is granted pursuant to paragraph A.1 of the policy on extension of tenure probationary period, March 18, 1997 or as amended.]*

Leaves of Absence

Scholarly leave of absence for Dr. William P. Dailey, III, Associate Professor of Chemistry in the Standing Faculty of the School of Arts and Sciences, for the academic year 2004-05 with up to full salary; full benefits continued. *[24 credits will be accrued; 24 credits will be used].*

ASSOCIATED FACULTY

Reappointment

Reappointment of Dr. Carla Locatelli as Adjunct Professor of English in the Associated Faculty of the School of Arts and Sciences for four years effective July 1, 2004 contingent on appropriate visa (partial salary dependent on duties assigned; not in tenure probationary status in this appointment).

SCHOOL OF ENGINEERING

STANDING FACULTY

Leave of absence

Leave of absence for employment elsewhere for Dr. G. K. Ananthasuresh, Associate Professor of Mechanical Engineering and Applied Mechanics in the Standing Faculty of the School of Engineering and Applied Science, for one year effective August 1, 2004 without salary; any benefits continued are without University contribution. *[1 credit will be accrued; 0 credits will be used].*

Resignations

Resignation of Dr. Stephane Evoy, Assistant Professor of Electrical and Systems Engineering in the Standing Faculty of the School of Engineering and Applied Science, effective July 31, 2004.

Resignation of Dr. Yannis A. Korilis, Assistant Professor of Electrical and Systems Engineering in the Standing Faculty of the School of Engineering and Applied Science, effective June 30, 2004

GRADUATE SCHOOL OF EDUCATION

ASSOCIATED FACULTY

Reappointments

Reappointment of Dr. Nelleke Van Deusen-Scholl as Adjunct Associate Professor of Education in the Associated Faculty of the Graduate School of Education for three years effective July 1, 2004 (partial salary dependent on duties assigned; not in tenure probationary status in this appointment).

Reappointment of Dr. Cheryl Micheau as Adjunct Associate Professor of Education *in* the Associated Faculty of the Graduate School of Education for three years effective July 1, 2004 (partial salary dependent on duties assigned; not in tenure probationary status *in* this appointment).

WHARTON SCHOOL

STANDING FACULTY

Promotion

Promotion of Dr. Wayne R. Guay to Associate Professor of Accounting in the Standing Faculty of the Wharton School effective July 1, 2004 (full salary; with tenure).

Reappointments

Reappointment of Dr. Krishnan S. Anand as Assistant Professor of Operations and Information Management in the Standing Faculty of the Wharton School for three years effective July 1, 2004 (full salary; tenure probationary period commenced July 1, 2000). Adjusted mandatory tenure review is academic year 2006-07. [*Consideration for promotion to tenure is contingent upon United States permanent residency status.*]

Reappointment of Dr. Nien-he Hsieh as Assistant Professor of Legal Studies in the Standing Faculty of the Wharton School for three years effective July 1, 2004 (full salary; tenure probationary period commenced July 1, 2001). Mandatory tenure review is academic year 2006-07.

Reappointment of Dr. Serguei Netessine as Assistant Professor of Operations and Information Management in the Standing Faculty of the Wharton School for three years effective July 1, 2005 (full salary; tenure probationary period commenced July 1, 2001). Adjusted mandatory tenure review is academic year **2007-08**. [*Consideration for promotion to tenure is contingent upon United States permanent residency status.*]

Leaves of Absence

Scholarly leave of absence for Dr. William F. Hamilton, the Ralph Landau Professor of Management and Technology in the Standing Faculty of the Wharton School, for the period January 1, 2005 to June 30, 2005 with up to full salary, (50% from the department and 50% from the leave budget) appropriate benefits continued. [*11 credits will be accrued; 6 credits will be used.*]

Scholarly leave of absence for Dr. John C. Hershey, the Daniel H. Silberberg Professor in the Standing Faculty of the Wharton School, for the period January 1, 2005 to December 31, 2005 with up to full salary, appropriate benefits continued. [*24 credits will be accrued; 24 credits will be used.*]

Scholarly leave of absence for Dr. Steven O. Kimbrough, Professor of Operations and Information Management in the Standing Faculty of the Wharton School, for the period

July 1, 2004 to June 30, 2005 with up to full salary; appropriate benefits continued. [24 credits will be accrued; 24 credits will be used]

Scholarly leave of absence for Dr. Harbir Singh, the Edward H. Bowman Professor of Management in the Standing Faculty of the Wharton School, for the period July 1, 2004 to December 31, 2004 with up to full salary, appropriate benefits continued. [24 credits will be accrued; 12 credits will be used.]

Terminal Reappointment

Terminal reappointment of Dr. Jianhua Huang as Assistant Professor of Statistics in the Standing Faculty of the Wharton School for one year effective July 1, 2004 (full salary; tenure probationary period commenced July 1, 1997).

Extension to Approved Appointment Authorization and Tenure Probationary Period

Extension to the approved appointment and tenure probationary period for Dr. Alexander Murmann as Assistant Professor of Insurance and Risk Management for one year effective July 1, 2005 (full salary; tenure probationary period commenced July 1, 2002). Adjusted mandatory tenure review is academic year 2008-09. *This extension is granted pursuant to paragraph A.1. of the policy on extension of tenure probationary period, March 18, 1997 or as amended.*

Extension to the approved reappointment and tenure probationary period for Dr. Nancy P. Rothbard as Assistant Professor of Management for one year effective July 1, 2006 (full salary; tenure probationary period commenced July 1, 2000). Adjusted mandatory tenure review is academic year 2006-07. *This extension is granted pursuant to paragraph A.1. of the policy on extension of tenure probationary period, March 18, 1997 or as amended.*

Extension to the approved reappointment and tenure probationary period for Dr. Patti Williams as Assistant Professor of Marketing for one year effective July 1, 2006 (full salary; tenure probationary period commenced July 1, 2000). Adjusted mandatory tenure review is academic year 2006-07. *This extension is granted pursuant to paragraph A.1. of the policy on extension of tenure probationary period, March 18, 1997 or as amended.*

Resignations

Resignation of Dr. Sean Nicholson, Assistant Professor of Health Care Systems in the Standing Faculty of the Wharton School, effective June 30, 2004.

Resignation of Dr. Dennis A. Yao, Professor of Business and Public Policy in the Standing Faculty of the Wharton School effective June 30, 2004.

SCHOOL OF DENTAL MEDICINE

STANDING FACULTY

Chair Designation

Designation of Dr. Marjorie K. Jeffcoat, Professor of Periodontics in the Standing Faculty of the School of Dental Medicine, as the Amsterdam Endowed Dean effective July 1, 2004, coterminous with her appointment as Dean.

Leaves of Absence

Administrative leave of absence for Dr. Raymond F. Fonseca, Professor of Oral and Maxillofacial Surgery in Oral Surgery/Pharmacology in the Standing Faculty of the School of Dental Medicine for the period January 2, 2004 through June 30, 2004 with up to full salary; benefits continued. *[24 credits will be accrued; 0 will be used].*

Scholarly leave of absence for Dr. Raymond F. Fonseca, Professor of Oral Surgery/Pharmacology in the Standing Faculty of the School of Dental Medicine for the period July 1, 2004 through June 30, 2005 with up to full salary; full benefits continued. *[24 credits will be accrued; 24 credits will be used].*

Correction to Previously Approved Minute

Correction to previously approved minute: Scholarly Leave of Absence for Dr. Gerald S. Weintraub, Associate Professor of General Restorative Dentistry in the Standing Faculty of the School of Dental medicine for the period July 1, 2002 - December 31, 2002 (with up to full salary; appropriate benefits continued). [24 credits will be accrued; 12 credits will be used] **SHOULD READ with up to half salary; appropriate benefits continued** [24 credits will be accrued; 6 credits will be used]. *[Refer to PSCS of 11/30/01]*

Promotion

Promotion of Dr. Vicki Petropoulos to Associate Professor of General Restorative Dentistry in the Standing Faculty — Clinician- Educator of the School of Dental Medicine effective July 1, 2004 (full salary; non-tenure; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended).

Terminal reappointments

Terminal reappointment of Dr. Yi-Tai Jou as Assistant Professor of Endodontics in the Standing Faculty—Clinician Educator of the School of Dental Medicine for one year effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten year non-tenure probationary period which commenced July 1, 1995. Clinician-Educator review was academic year 2003-2004.

ASSOCIATED FACULTY

Promotion and reappointment

Promotion and reappointment of Dr. Barry P. Levin to Clinical Associate Professor of Periodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointments

Reappointment of Dr. James G. Barrer as Clinical Assistant Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment).

Reappointment of Dr. Paul F. Batastini as Clinical Assistant Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment).

Reappointment of Dr. Joseph Damone, II as Clinical Associate Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment).

Reappointment of Dr. Harold DeHaven, Jr. as Clinical Associate Professor of Periodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment).

Reappointment of Dr. Francis G. Forwood as Clinical Associate Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment; has accrued one year in tenure probationary status from July 1, 1980 to June 30, 1981).

Reappointment of Dr. Michael Glick as Adjunct Professor of Oral Medicine in the Associated Faculty of the School of Dental Medicine for five years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment).

Reappointment of Dr. Thomas Hanak as Clinical Assistant Professor of Oral Medicine in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointment of Dr. Jamie Kang as Clinical Assistant Professor of Endodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1,

2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointment of Dr. Jung Kook Kim as Adjunct Assistant Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment).

Reappointment of Dr. Kenneth Lee as Clinical Assistant Professor of Endodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointment of Dr. Jeffrey A. Levin as Clinical Assistant Professor of Endodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointment of Dr. Farideh Madani as Clinical Associate Professor of Oral Medicine in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointment of Dr. Michael S. Marmo as Clinical Assistant Professor of Endodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointment of Dr. Rosario Mayro as Clinical Associate Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment).

Reappointment of Dr. David Musich as Clinical Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for five years effective July 1, 2004 (unsalaried; not in tenure probationary status with this appointment).

Reappointment of Dr. Michael Perillo as Clinical Assistant Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointment of Dr. Herman Segal as Clinical Associate Professor of Oral Medicine in the Associated Faculty of the School of Dental Medicine for one year effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment). Ten years (July 1, 1976 to June 30, 1986) were spent as Assistant Professor in clinical-tenure probation.

Reappointment of Dr. Jerome Sklaroff as Clinical Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for five years effective July 1, 2004 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Reappointment of Dr. Mark Bennett Snyder as Clinical Associate Professor of Periodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalariated; not in tenure probationary status with this appointment).

Reappointment of Dr. Raffaele Spena as Adjunct Associate Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years effective July 1, 2004 (unsalariated; not in tenure probationary status with this appointment).

Reinstatements

Authorization to reinstate the appointment of Dr. Normand Boucher as Clinical Associate Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years retroactive to July 1, 2002 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Authorization to reinstate the appointment of Dr. Dumitru Gogarnoiu as Clinical Assistant Professor of Periodontics in the Associated Faculty of the School of Dental Medicine for one year retroactive to July 1, 2003 (partial salary to be negotiated with the Dean; not in tenure probationary status with this appointment).

Authorization to reinstate the appointment of Dr. Edward A. Marcus as Clinical Assistant Professor of Periodontics in the Associated Faculty of the School of Dental Medicine for three years retroactive to July 1, 2002 (unsalariated; not in tenure probationary status with this appointment). Six years (July 1, 1976 to June 30, 1982) were spent as Assistant Professor in tenure probation).

Authorization to reinstate the appointment of Dr. J. Henry O'Hern Jr. as Clinical Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for five years retroactive to July 1, 2003 (unsalariated; not in tenure probationary status with this appointment).

Authorization to reinstate the appointment of Dr. Joyce Perih as Adjunct Assistant Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years retroactive to July 1, 2002 (unsalariated; not in tenure probationary status with this appointment).

Authorization to reinstate the appointment of Dr. Andre Ruest as Adjunct Assistant Professor of Orthodontics in the Associated Faculty of the School of Dental Medicine for three years retroactive to July 1, 2003 (unsalariated; not in tenure probationary status with this appointment).

Authorization to reinstate the appointment of Dr. George Zurkow as Adjunct Professor of Endodontics in the Associated Faculty of the School of Dental Medicine for five years retroactive to July 1, 2002 (unsalaried; not in tenure probationary status with this appointment).

SCHOOL OF MEDICINE

STANDING FACULTY

Authorization to offer appointment

Authorization to offer appointment to Dr. Ricardo B. Eiraldi as Assistant Professor of Clinical Psychology in Pediatrics at the Children's Hospital of Philadelphia in the Standing Faculty -- Clinician-Educator of the School of Medicine for the period of January 1, 2004 to June 30, 2007 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commences July 1, 2004. The clinician-educator review date is academic year 2012-13.

Authorization to offer appointment to Dr. Steven M. Willi as Associate Professor of Pediatrics at the Children's Hospital of Philadelphia in the Standing Faculty – Clinician-Educator of the School of Medicine, effective January 5, 2004 (full salary; non-tenure; continuation of appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended).

Chair Designation

Designation of Dr. Robert L. Barchi, Professor of Neurology in the Standing Faculty of the School of Medicine as the Fairhill Professor for ten years effective April 1, 2004.

Reappointments

Reappointment of and change in title and tenure status for Dr. Pedro K. Beredjiklian from Assistant Professor (in tenure probation) to **Assistant Professor of Orthopaedic Surgery at the Hospital of the University of Pennsylvania, Presbyterian Medical Center of Philadelphia and Pennsylvania Hospital in the Standing Faculty - - Clinician-Educator** of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 1998. The clinician-educator review date is academic year 2006-07.

Reappointment of Dr. Anthony J. Dean as Assistant Professor of Emergency Medicine at the Hospital of the University of Pennsylvania in the Standing Faculty -- Clinician-Educator of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-

tenure probationary period which commenced July 1, 2001. The clinician-educator review date is academic year 2009-10.

Reappointment of Dr. J. Alan Diehl as Assistant Professor of Cancer Biology in the Standing Faculty of the School of Medicine for three years effective July 1, 2004 (full salary; tenure probationary period commenced July 1, 2001). The mandatory tenure review is academic year 2006-07.

Reappointment of Dr. Jill P. Ginsberg as Assistant Professor of Pediatrics at the Children's Hospital of Philadelphia in the Standing Faculty -- Clinician-Educator of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 2001. The clinician-educator review date is academic year 2009-10.

Reappointment of Dr. Robert Iannone as Assistant Professor of Pediatrics at the Children's Hospital of Philadelphia in the Standing Faculty -- Clinician-Educator of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 2001. The clinician-educator review date is academic year 2009-10.

Reappointment of and change in title and tenure status for Dr. Peter A. Kanetsky from Assistant Professor (in tenure probation) to **Assistant Professor of Epidemiology in Biostatistics and Epidemiology at the Hospital of the University of Pennsylvania in the Standing Faculty -- Clinician-Educator** of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 2001. The clinician-educator review date is academic year 2009-10.

Reappointment of Dr. Charles L. Nelson as Assistant Professor of Orthopaedic Surgery at the Hospital of the University of Pennsylvania in the Standing Faculty -- Clinician-Educator of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 1998. The clinician-educator review date is academic year 2006-07.

Reappointment of Dr. Anthony O. Odibo as Assistant Professor of Obstetrics and Gynecology at the Hospital of the University of Pennsylvania in the Standing Faculty -- Clinician-Educator of the School of Medicine for three years effective July 1, 2004 *contingent on appropriate visa* (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This

appointment carries a ten-year, non-tenure probationary period which commenced July 1, 2001. The clinician-educator review date is academic year 2009-10.

Reappointment of Dr. Michael F. Olson as Assistant Professor of Cancer Biology in the Standing Faculty of the School of Medicine for three years effective July 1, 2004 (full salary; tenure probationary period commenced July 1, 2001). The mandatory tenure review is academic year 2006-07.

Reappointment of Dr. Andrew D. Siderowf as Assistant Professor of Neurology at Pennsylvania Hospital in the Standing Faculty -- Clinician-Educator of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 1998. The clinician-educator review date is academic year 2006-07.

Reappointment of Dr. Kevin G.M. Volpp as Assistant Professor of Medicine in the Standing Faculty of the School of Medicine for three years effective July 1, 2004 (full salary; tenure probationary period commenced July 1, 2001 with a ten-year clinical probationary period). The mandatory tenure review is academic year 2009-10.

Reappointment of Dr. Daniel J. Weiner as Assistant Professor of Pediatrics at the Children's Hospital of Philadelphia in the Standing Faculty -- Clinician-Educator of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 2001. The clinician-educator review date is academic year 2009-10.

A **terminal reappointment of Dr. Marcos E. Milla** as Assistant Professor of Biochemistry and Biophysics in the Standing Faculty of the School of Medicine for one year effective July 1, 2004 (full salary; tenure probationary period commenced July 1, 1998).

Reappointment of Dr. Ronn E. Tanel as Assistant Professor of Pediatrics at the Children's Hospital of Philadelphia in the Standing Faculty -- Clinician-Educator of the School of Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 1998. The clinician-educator review date is academic year 2006-07.

Change to half-time status

A change to half-time status for child care for Dr. Mary Beth Gibbons, Assistant Professor of Psychology in Psychiatry at the Hospital of the University of Pennsylvania in the Standing Faculty -- Clinician-Educator of the School of Medicine for the period of July 14, 2004 to July 13, 2005 with a proportional reduction in salary and those benefits

which are salary-based. The non-tenure probationary period which began July 1, 1998 is extended by one year for two years in half-time status for child care. The revised and adjusted clinician-educator review date is the academic year **2008-09**.

Promotions

Promotion of Dr. Harold I. Feldman to Professor of Medicine in the Standing Faculty of the School of Medicine effective July 1, 2004 (full salary; has tenure). **Promotion in secondary appointment** to Professor of Epidemiology in Biostatistics and Epidemiology for three years effective July 1, 2004 with voting rights.

Promotion of Dr. John M. Flynn to Associate Professor of Orthopaedic Surgery at the Children's Hospital of Philadelphia in the Standing Faculty -- Clinician-Educator of the School of Medicine effective July 1, 2004 (full salary; non-tenure; continuation of appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended).

Promotion of Dr. Eric L. Zager to Professor of Neurosurgery at the Hospital of the University of Pennsylvania in the Standing Faculty -- Clinician-Educator of the School of Medicine effective July 1, 2004 (full salary; non-tenure; continuation of appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended).

Correction to Previously Approved Minute

Correction to previously approved minute: The approved leave of absence for employment elsewhere for Dr. Reuben E. Kron, Associate Professor of Psychiatry in the Standing Faculty of the School of Medicine for the period of October 1, 2002 to February 28, 2003 with partial salary; with full University benefits. **SHOULD READ:** with up to full salary, **(49% from the department and 51% from BioFlo Systems)** appropriate benefits continued. *[10 credits will be accrued; 0 credits will be used, 10 credits remaining]* *[Refer to PSCS of 2/28/2003 and 5/2/03]*

Reduction of Duties

Reduction in duties by 50% for Dr. Alan C. Rosenquist, Professor of Neuroscience in the Standing Faculty of the School of Medicine for one year effective July 1, 2004 with a proportional reduction in salary and those benefits which are salary-based.

The approved Reduction of duties to **50%** for child care for **Dr. Leslie G. Womble**, Assistant Professor of Psychology in Psychiatry at the Hospital of the University of Pennsylvania in the Standing Faculty — Clinician-Educator of the School of Medicine, for the period of January 26, 2004 to June 25, 2005 should be changed to the period of **January 26, 2004 to January 25, 2005** with a proportional reduction in salary and those benefits which are salary-based. *[Refer to PSCS of 2/27/2004, page 5]*

Leave of Absence

Scholarly leave of absence for Dr. Robert L. Zimmerman, Assistant Professor of Pathology and Laboratory Medicine at the Hospital of the University of Pennsylvania and

Presbyterian Medical Center of Philadelphia in the Standing Faculty -- Clinician-Educator of the School of Medicine for the period of September 1, 2004 to January 1, 2005 with up to full salary; full benefits continued. *[13 credits will be accrued; 10 credits will be used, 3 credits remaining/.*

Reemployment beyond retirement

Reemployment beyond retirement of Dr. George L. Gerstein, Professor Emeritus of Neuroscience in the School of Medicine, for one year effective July 1, 2004 with partial salary dependent on duties assigned.

Resignation

Resignation of Dr. Peter G. Traber, Professor of Medicine in the Standing Faculty of the School of Medicine effective August 31, 2002.

Associated Faculty

Appointment Authorization

Authorization to offer appointment to Dr. Nadine S. Dejneka as Research Assistant Professor of Ophthalmology in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 or for the duration of the grant or contract which supports her work, whichever is the shorter period of time (full salary; without obligation on the part of the University to continue salary and benefits beyond termination of these research funds; with a non-tenure probationary period which commenced July 1, 2004). The mandatory review year is academic year 2009-10.

Authorization to offer appointment to Dr. Daryoush Ekhterae as Research Assistant Professor of Surgery in the Associated Faculty of the School of Medicine for the period of March 1, 2004 to June 30, 2007 or for the duration of the grant or contract which supports his work, whichever is the shorter period of time (full salary; without obligation on the part of the University to continue salary and benefits beyond termination of these research funds; with a non-tenure probationary period which commences July 1, 2004). The mandatory review year is academic year 2009-10.

Authorization to offer appointment to Dr. Monica C. Gavin as Clinical Assistant Professor of Pediatrics in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary; not in tenure probationary status in this appointment).

Authorization to offer appointment to Dr. Peter D. Smith as Clinical Assistant Professor of Pediatrics in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary; not in tenure probationary status in this appointment).

Promotions

Promotion and reappointment of Dr. Paul R. Beninger to Adjunct Associate Professor of Medicine in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary; not in tenure probationary status in this appointment).

Promotion of Dr. Irena Levitan-Kovalsky as Research Associate Professor of Pathology and Laboratory Medicine in the Associated Faculty of the School of Medicine for five years effective July 1, 2004 or for the duration of the grant or contract which supports her work, whichever is the shorter period of time (full salary; without obligation on the part of the University to continue salary and benefits beyond termination of these research funds; not in tenure probationary status in this appointment).

Reappointments

Reappointment of Dr. Andrew C. Axilrod as Clinical Assistant Professor of Urology in Surgery in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (with salary; not in tenure probationary status in this appointment).

Reappointment of Dr. Roger E. Farber as Clinical Assistant Professor of Neurology in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary; not in tenure probationary status in this appointment).

Reappointment of Dr. Maria L. Feltri as Adjunct Associate Professor of Neurology in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary, not in tenure probationary status in this appointment).

Reappointment of Dr. Ellen W. Freeman as Research Professor of Obstetrics and Gynecology in the Associated Faculty of the School of Medicine for five years effective July 1, 2004 or for the duration of the grant or contract which supports her work, whichever is the shorter period of time (full salary, without obligation on the part of the University to continue salary and benefits beyond termination of these research funds; not in tenure probationary status in this appointment). **Secondary appointment as Research Professor of Obstetrics and Gynecology in Psychiatry** for the same period of time, with voting rights.

Reappointment of and change in primary appointment for Dr. Brian D. Keith from Research Assistant Professor of Medicine to **Research Assistant Professor of Cancer Biology** in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 or for the duration of the grant or contract which supports his work, whichever is the shorter period of time (full salary, without obligation on the part of the University to continue salary and benefits beyond termination of these research funds; with a non-tenure probationary period which commenced July 1, 2001). The mandatory review year is academic year 2006-07.

A **terminal reappointment of Dr. Yuelin Li** as Research Assistant Professor of Anesthesia in the Associated Faculty of the School of Medicine for one year effective July 1, 2004 *contingent on appropriate visa* or for the duration of the grant or contract which supports his work, whichever is the shorter period of time (full salary; without

obligation on the part of the University to continue salary and benefits beyond termination of these research funds; with a non-tenure probationary period which began July 1, 1998).

Reappointment of Dr. Margaret A. Myers as Clinical Assistant Professor of Pediatrics in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary, not in tenure probationary status in this appointment).

Reappointment of Dr. Hiroshi Nakagawa as Research Assistant Professor of Medicine in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 or for the duration of the grant or contract which supports his work, whichever is the shorter period of time (full salary, without obligation on the part of the University to continue salary and benefits beyond termination of these research funds; with a non-tenure probationary period which commenced July 1, 2001). The mandatory review year is academic year 2006-07.

Reappointment of Dr. Pamela B. Russell as Clinical Assistant Professor of Pediatrics in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary, not in tenure probationary status in this appointment).

Reappointment of Dr. Brett E. Skolnick as Adjunct Associate Professor of Neurology in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary, not in tenure probationary status in this appointment).

Reappointment of Dr. Lawrence G. Wrabetz as Adjunct Associate Professor of Neurology in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary, not in tenure probationary status in this appointment).

Reappointment of Dr. Ronald A. Lohner as Clinical Assistant Professor of Surgery in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary; not in tenure probationary status in this appointment).

Reappointment of Dr. Michael N. Rubenstein as Clinical Assistant Professor of Neurology in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary; not in tenure probationary status in this appointment).

Reappointment of Dr. Edisio J. Semeao as Clinical Assistant Professor of Pediatrics in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (with salary; not in tenure probationary status in this appointment).

Reappointment of Dr. Ramin Shiekhattar as Wistar Institute Assistant Professor of Biochemistry and Biophysics in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary; not in tenure probationary status in this appointment).

Reappointment of Dr. John M. Templeton as Adjunct Professor of Pediatric Surgery in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (without salary; not in tenure probationary status in this appointment).

A **terminal reappointment of Dr. Takahiro Yano** as Research Assistant Professor of Biochemistry and Biophysics in the Associated Faculty of the School of Medicine for one year effective July 1, 2004 or for the duration of the grant or contract which supports his work, whichever is the shorter period of time (full salary, without obligation on the part of the University to continue salary and benefits beyond termination of these research funds; with a non-tenure probationary period which commenced July 1, 2001).

Reappointment of Dr. Babette S. Zemel as Research Assistant Professor of Pediatrics in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 or for the duration of the grant or contract which supports her work, whichever is the shorter period of time (full salary, without obligation on the part of the University to continue salary and benefits beyond termination of these research funds; with a non-tenure probationary period which commenced July 1, 2001). The mandatory review year is academic year 2006-07.

Correction to Previous Minute

The approved reappointment of Dr. Daniel M. Feinberg as Clinical Associate Professor should be corrected to read **Clinical Assistant Professor** of Neurology in the Associated Faculty of the School of Medicine for three years effective July 1, 2004 (with salary; not in tenure probationary status in this appointment). [*Refer to PSCS of 4/9/2004, page 5*]

ACADEMIC SUPPORT STAFF

Terminal Reappointment

A **terminal reappointment of Dr. Ravinder R. Regatte** as Research Associate in Radiology in the Academic Support Staff of the School of Medicine for one year effective March 1, 2004 (full salary; not in tenure probationary status in this appointment). **Dr. Regatte's** appointment as Research Associate (full salary) began March 1, 2001.

SCHOOL OF NURSING

Appointment Authorization

Authorization to offer appointment to Dr. Deborah McGuire as Adjunct Professor of Nursing in the Associated Faculty of the School of Nursing for the period January 1, 2004 to June 30, 2007 (without salary; not in tenure probationary status in this appointment).

Resignations

Resignation of Dr. Margaret M. Cotroneo, Associate Professor of Psychiatric Mental Health Nursing in the Standing Faculty--Clinician-Educator of the School of Nursing effective September 1, 2004.

Resignation of Dr. Karen L. Schumacher, Assistant Professor of Nursing in the Standing Faculty of the School of Nursing effective August 31, 2004.

SCHOOL OF VETERINARY MEDICINE

STANDING FACULTY

Promotions

Promotion of Dr. Ronald N. Harty to Associate Professor of Microbiology in Pathobiology in the Standing Faculty of the School of Veterinary Medicine effective July 1, 2004 (full salary; with tenure).

Promotion of Dr. Jean-Pierre Saint-Jeannet as Associate Professor of Developmental Biology in Animal Biology in the Standing Faculty of the School of Veterinary Medicine effective July 1, 2004 (full salary; with tenure).

Promotion of Dr. Diane L. Spatz as Associate Professor of Health Care of Women and Childbearing Nursing at the Children's Hospital of Philadelphia in the Standing Faculty – Clinician-Educator of the School of Nursing effective July 1, 2004 (full salary; non-tenure; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended).

Reappointment

Reappointment of Dr. Dorothy Cimino Brown as Assistant Professor of Surgery in Clinical Studies-Philadelphia in the Standing Faculty--Clinician-Educator of the School of Veterinary Medicine for three years effective July 1, 2004 (full salary; appointment subject to the stipulations given in *Guidelines for Appointments and Promotions*, January 8, 1985 or as amended). This appointment carries a ten-year, non-tenure probationary period which commenced July 1, 1997. Clinician-Educator review date is academic year 2005-06.

Extension to Approved Appointment Authorization and Tenure Probationary Period

Extension to the approved reappointment and tenure probationary period for Dr. Kenneth John McLaughlin as Assistant Animal Biology in the Standing Faculty of the School of Veterinary Medicine for one year effective July 1, 2005 (full salary; tenure probationary period commenced July 1, 1999). Adjusted mandatory tenure review is academic year **2005-06**. [*This extension is granted pursuant to paragraph A.I. of the policy on extension of tenure probationary period, March 18, 1997 or as amended.*] [Consideration for promotion to tenure is contingent upon United States permanent residency status.]

Resolution to Dissolve the Department of Asian and Middle Eastern Studies
And to Reconstitute it as Two Separate Departments:
The Department of East Asian Languages and Civilizations
The Department of Near Eastern Languages and Civilizations

Intention:

The School of Arts and Sciences proposes to dissolve the Department of Asian and Middle Eastern Studies (AMES) and reconstitute it as two separate departments: the Department of East Asian Languages and Civilizations and the Department of Near Eastern Languages and Civilizations.

The Department of Asian and Middle Eastern Studies--known until 1992 as Oriental Studies--has since its inception covered the languages and cultures of three geographic areas: the Middle East, South Asia, and the Far East. The recent reorganization of the Department of South Asia Regional Studies, with its social science orientation, into the Department of South Asia Studies, with a new emphasis on humanistic cultural studies, effectively removed the South Asia component from AMES and left the department focused on two regions of the world that have little in common in terms of language, history or culture. While Near Eastern and East Asian cultures both have had regular contact with South Asia, direct contact between the Near East and East Asia has been minimal.

Noting that none of Penn's peers organizes the study of the two regions into one department, a recent external review of the department strongly recommended the formation of two independent departments. There are few impediments to such a split and several advantages. For many years, AMES has effectively operated as separate divisions. The undergraduate major has multiple tracks, each of which corresponds distinctly with one of these two regions. Its graduate program is already organized as two different graduate groups that correspond to the two departments that are being proposed. No increased costs are anticipated, as the two departments will continue to share administrative support. Most importantly, the AMES faculty are convinced that East Asian Studies and Near Eastern Studies stand to benefit from the visibility that the creation of two new departments will create. As subsets of AMES, neither section has been able to maintain a sufficiently strong separate identity, while the identity of AMES itself is unclear to most students. Two separate departments will have a better chance to establish their own discrete identities and to work out more comprehensive and integrated programs to serve students more efficiently.

The proposal to dissolve the Department of Middle and Eastern Studies and to reconstitute it as two departments has been approved by the faculty in the department, the School of Arts and Sciences' Planning and Priorities Committee, the SAS faculty, the Dean, and the Provost and President.

RESOLVED: that the Department of Asian and Middle Eastern Studies be dissolved and reconstituted as two separate departments: the Department of East Asian Languages and Civilizations and the Department of Near Eastern Languages and Civilizations.

Resolution to Merge the Departments of Restorative Dentistry, Pediatric
Dentistry, and Community Oral Health into a Single Department:
The Department of Preventive and Restorative Sciences

Intention:

The School of Dental Medicine proposes to merge the departments of Restorative Dentistry, Pediatric Dentistry, and Community Oral Health into a single department, the Department of Preventive and Restorative Sciences, which will have two divisions, the Division of Pediatric Dentistry and Community Oral Health, and the Division of Restorative Dentistry.

The review of departments that was undertaken in the fall of 2003 revealed that Restorative Dentistry was taught in three departments, resulting in an overlap of course work from department to department, unnecessary overuse of faculty resources, and student frustration at being taught the same material more than once. Due to the small size of the departments, mentoring of junior faculty was difficult to achieve. Furthermore, community outreach programs are considered a responsibility of *all* dentists, not just those designated part of the Community Oral Health Department.

These problems and possible solutions were discussed by the department chairs, the Dean's Advisory Committee, and the Faculty Senate of the school. All agreed with the proposed merger which, by conserving faculty, sharing staff support and revising the curriculum, should maximize the school's clinical resources and result in budgetary savings. The proposed merger has also received the endorsement of the Dean of the School, the Provost, and the President.

RESOLVED: that the departments of Restorative Dentistry, Pediatric Dentistry, and Community Oral Health be merged into a single department, the Department of Preventive and Restorative Sciences, which will include two divisions—the Division of Pediatric and Community Oral Health, and the Division of Restorative Dentistry.

**Resolution to Authorize the Fiscal Year 2005 Operating Budget
For the University of Pennsylvania**

RESOLVED, that the operating budget for the University of Pennsylvania for Fiscal Year 2005 be and the same hereby is approved.

**Resolution to Authorize the Fiscal Year 2005 Capital Plan
for the University of Pennsylvania**

Intention:

The Capital Plan proposed for the University of Pennsylvania for Fiscal Year 2005, representing estimated project costs of \$99.3 million, is follows (by funding source):

School & Center	\$ 30.3 million
Gifts & Grants	\$ 26.2 million
Capital Funding Transfer	\$ 5.6 million
Internal Capital Loan	\$ 11.0 million
Facilities Renewal Fund	\$ 14.6 million
Other Funding Sources	\$ 11.6 million

Each project in the Capital Plan costing \$250,000 or more will be approved individually by Capital Council. In addition, each project within the Capital Plan costing \$1 million or more will be presented to the Budget and Finance Committee of the Trustees for approval.

RESOLVED, that the Capital Plan for the University of Pennsylvania for Fiscal Year 2005, representing estimated project costs of \$99.3 million be and the same hereby is approved.

**Resolution to Authorize the Fiscal Year 2005 Operating Budget for
the University of Pennsylvania Health System**

Intention:

Management has recommended approval of the Fiscal Year 2005 Operating Budget for the University of Pennsylvania Health System, as presented to the PENN Medicine Executive Committee. The Operating Budgets for the Clinical Care Associates, Pennsylvania Hospital, Hospital of the University of Pennsylvania, Wissahickon Hospice, and University of Pennsylvania Medical Center-Presbyterian have been reviewed by their respective Trustee Boards, which have recommended them for approval.

The PENN Medicine Executive Committee recommends that the Fiscal Year 2005 Operating Budget of the University of Pennsylvania Health System be approved.

RESOLVED, that the Fiscal Year 2005 Operating Budget of the University of Pennsylvania Health System be and the same hereby is approved.

**Resolution to Authorize the Fiscal Year 2005 Capital Budget for
the University of Pennsylvania Health System**

Intention:

Management has recommended approval of the Fiscal Year 2005 Capital Budget authorization of \$96.9 million for the University of Pennsylvania Health System as presented to the PENN Medicine Executive Committee. The Capital Budgets for Clinical Care Associates, Pennsylvania Hospital, Hospital of the University of Pennsylvania, Wissahickon Hospice, and University of Pennsylvania Medical Center-Presbyterian have been reviewed by their respective Trustee Boards, which have recommended them for approval.

Fiscal year 2005 capital spending is projected to equal \$150.5 million, of which \$64.0 million is associated with pre-fiscal year 2005 capital budgets and \$86.5 million is related to the proposed Fiscal Year 2005 Capital Budget.

The PENN Medicine Executive Committee recommends the establishment of the Fiscal Year 2005 University of Pennsylvania Health System capital authorization for new capital projects and items in the amount of \$96.9 million.

RESOLVED, that the Fiscal Year 2005 University of Pennsylvania Health System capital authorization for new capital projects and items in the amount of \$96.9 million be and the same hereby is approved.

Resolution to Authorize a Lease for the **Annenberg Public** Policy Center at 3535 Market Street with a Total Lease Obligation (Present Value) of \$1.218 Million Inclusive of Upfront Costs Estimated at \$430,020 and a Term of 5.3 years

Intention:

The Annenberg School for Communication (ASC) wishes to execute a lease for the Annenberg Public Policy Center (APPC) at 3535 Market Street for a term of five years and four months due to increasing space requirements. APPC growth is driven by increased grants and additional faculty. Existing ASC space is being fully utilized. Currently, APPC occupies space at 3535 Market Street. This lease will be amended allowing APPC a total of 9,000 rentable square feet at an annual rate of \$19.75 per rentable square foot. The APPC lease will have a present value of \$1.218 million based on a 5% discount rate. The project is being funded by the Endowment Fund of the Annenberg School.

RESOLVED, that the terms of the lease shall be for approximately 9,000 rentable square feet of space at an annual rate of \$19.75 per rentable square foot at 3535 Market Street for a term not to exceed 5.3 years, be and the same hereby is approved, and that the Senior Vice President for Finance and Treasurer, the Senior Vice President for Facilities and Real Estate Services or another appropriate officer of the University be and hereby is each authorized to take such actions, execute such contracts and incur such expenses and obligations — not, however, in excess of 110 percent of the estimated cost as presented to the Budget and Finance Committee — as may, in his or her judgment, be necessary or desirable to accomplish the purposes of this resolution. Any actions heretofore taken by any such officers in furtherance of the purpose of this resolution are hereby ratified and affirmed.

Resolution to Authorize the Revised Scope and Budget for the Design
and Construction of Skirkanich Hall in the Amount of \$4.2 Million
for a **Total Revised Budget of \$42.2 Million**

Intention:

In November 2002, the Trustees approved a \$38 million project to design and construct a new biomedical engineering research building, known as Skirkanich Hall. The purpose of the project was to construct a state-of-the-art facility for the SEAS' Bioengineering Department to consolidate biomedical engineering academic and research programs into one building. The new building will be located on the site of the (now demolished) Pender Building, between the Towne and Moore buildings. The project was intended to provide approximately 55,500 gross square feet of new wet laboratories, teaching laboratories, classrooms, and administrative space. In addition, approximately 8,000 gross square feet was to be renovated in the adjacent Towne and Moore buildings to provide interconnecting corridors and additional administrative space.

Subsequent to the aforementioned approval, the design of the building was advanced and the work was bid, revealing a construction cost variance of \$4.2 million from the established budget, and yielding a revised project cost of \$42.2 million. The construction cost variance can be attributed to three key factors. First, the new and renovated space increased by 2,200 gross square feet (to 65,700 overall) to satisfy programmatic requirements. Second, the scope of work increased to more fully address deficiencies in circulation, elevator capacity, accessibility, and restroom facilities in adjacent buildings. And third, cost premiums associated with certain unusual project requirements have resulted in higher than anticipated costs. Those premiums include site work associated with the demolition of Pender, relocation of utilities, and protection and structural underpinning of adjacent buildings.

The \$42.2 million project cost will be funded through grants, gifts, the University Special Fund, Provost's funds, and an internal capital project loan.

RESOLVED, that the design and construction of Skirkanich Hall, estimated to cost \$42.2 million, be and the same are hereby approved and that the Senior Vice President for Finance and Treasurer, the Senior Vice President for Facilities and Real Estate Services or another appropriate officer of the University be and hereby is each authorized to take such actions, execute such contracts and incur such expenses and obligations – not, however, in excess of 110 percent of the estimated cost as presented to the Budget and Finance Committee – as may, in his or her judgement, be necessary or desirable to accomplish the purposes of this resolution. Any actions heretofore taken by any such officers in furtherance of the purpose of this resolution are hereby ratified and affirmed.

Resolution to Authorize Site Preparation and Design Development of Phase I of the Center for Advanced Medicine

Intention:

The Trustees of the University of Pennsylvania (Trustees) intend to acquire a parcel of land of approximately 5.77 acres located at Convention Avenue, adjacent to the Hospital of the University of Pennsylvania campus (Property). The Property is currently owned by the City of Philadelphia (the City) and is burdened by two obsolete buildings. The Property is located adjacent to other former Civic Center lands already acquired or being acquired by the Trustees. The City intends to sell the Property to the Trustees.

The Trustees, as owner and operator of the University of Pennsylvania Health System (UPHS) intend to construct an ambulatory care and cancer center (the Center for Advanced Medicine) at the Property in four phases.

The need for the Center for Advanced Medicine was established in the Strategic Plan of PENN Medicine approved by the Trustees in June 2003. The plans have been developed and refined over the past two years with the concurrence of the PENN Medicine Board and the Trustees. The funds required to undertake the site preparation and design development are provided in and are part of the Fiscal Year 2005 UPHS Capital Budget that the PENN Medicine Executive Committee has concurrently recommended to the Trustees for approval. Further, the necessary funds for this phase of the project are available in cash from fundraising and improved operations, and are in an account reserved for the development of the Center for Advanced Medicine.

Management of UPHS and the University believe that the Center for Advanced Medicine is vital to the future of PENN Medicine. The Center for Advanced Medicine will enable PENN Medicine to: (1) Provide outstanding patient care, world-recognized research and exceptional educational experiences; (2) Remain financially successful in a highly competitive environment, thereby enabling PENN Medicine to support important initiatives across all of its missions; and (3) Attract and retain the exceptional faculty and competitive students for which PENN Medicine and the University are known.

In order to construct the Center for Advanced Medicine, the Trustees must prepare the Property for construction and engage professionals to design the facility designated in Phase I of the project.

Accordingly, the PENN Medicine Executive Committee and Management recommend approval of the expenditure of an amount not to exceed \$23 million for site preparation, including environmental abatement, and for those costs of design development for Phase I of the Center for Advanced Medicine that are to be incurred in Fiscal Year 2005.

RESOLVED, that the Trustees approve the expenditure of \$23 million for site preparation including environmental abatement and design development for Phase I of

the Center for Advanced Medicine at the Property that are to be incurred in Fiscal Year 2005.

RESOLVED, that pursuant to the foregoing resolution the Trustees delegate authority to the Executive Vice President for UPHS and Dean of the School of Medicine and other appropriate officers of the University to take such action, approve and execute such documents and incur such expenses and obligations on behalf of the Trustees as may be necessary to effectuate and implement the transactions contemplated in the foregoing resolutions not, however, in excess of 110 percent of the estimated cost as presented to the Budget and Finance Committee.

FURTHER RESOLVED, that the appropriate officers, members of PENN Medicine Executive Committee, or members of PENN Medicine and UPHS Management are hereby authorized and empowered to take such actions as they may deem necessary, appropriate or desirable to effectuate the intent of the foregoing resolutions.

Resolution to Apply Proceeds of the Sale of Phoenixville Hospital of the University of Pennsylvania Health System to The Phoenixville Hospital Company LLC, a wholly owned subsidiary of CHS/Community Health System, Inc.

Intention:

Phoenixville Hospital of the University of Pennsylvania Health System (PHX) is a non-profit corporation whose sole member is the Trustees of the University of Pennsylvania (Trustees). Under Section 4 of the Bylaws of PENN Medicine, the Executive Committee of PENN Medicine (Executive Committee) is authorized to, among other things, approve the sale or other significant disposition of assets of various components of the University of Pennsylvania Health System (UPHS). This authority is expressly subject to the approval of The Trustees. Due to the significant need for growth and capital improvement commitments for PHX and UPHS, individuals acting under the direction, guidance and oversight of the Executive Committee, have engaged in a competitive process to explore opportunities for the sale of substantially all the assets of PHX to a third party. On April 14, 2004, the Executive Committee approved a resolution to validate the selection of a buyer and further authorize management of UPHS to sign a letter of intent with CHS/Community Health Systems, Inc. (CHS) as the selected buyer for the sale of PHX (the LOI). The LOI dated April 9, 2004, and executed April 14, 2004, is by and among: (i) The Trustees, acting through the operating division UPHS, (ii) PHX and (iii) CHS as the buyer. The LOI contemplates (i) the sale of substantially all the assets of PHX to CHS and (ii) the creation of a formal clinical affiliation between UPHS and CHS. Acting through Unanimous Written Consent dated April 15, 2004, the Executive Committee subsequently approved the LOI, authorized the Chief Executive Officer of UPHS to execute the LOI on behalf of UPHS and empowered the Chief Executive Officer by himself or through his delegates to negotiate the transaction contemplated in the LOI in substantially the form set forth therein and to present a final transaction, including a definitive purchase and sale agreement, clinical affiliation agreement and other necessary supporting documents to the Executive Committee for approval and recommendation to the Trustees with the intent of closing the sale of PHX to CHS on or about June 30, 2004.

On June 2, 2004, the PHX Board of Trustees recommended to the Executive Committee the sale of PHX to CHS and gave its endorsement and approval of the documents as necessary to effectuate and implement the transaction contemplated by these resolutions. On June 8, 2004, the PENN Medicine Executive Committee recommended to the Trustees the sale of PHX to CHS and approved the documents as necessary to effectuate and implement the transaction contemplated by these resolutions.

In evaluating the transaction, the Trustees have carefully considered several factors. Among these are the significant needs for capital improvements at PHX and the financial resources and commitment by CHS and its wholly owned subsidiary, the Phoenixville Hospital Company, LLC, (PHC) to invest \$80-\$120 million (\$80,000,000-\$120,000,000) to substantially renovate PHX or to spend at least \$120 million (\$120,000,000) to build a

replacement facility; the purchase price of \$100 million (\$100,000,000) plus working capital; and the commitment by CHS and PHC to maintain the Phoenixville hospital and its core services for at least ten (10) years and to provide indigent care in the community as well as pursue ambulatory care opportunities in the community. The Trustees have also carefully considered the ability of UPHS to apply proceeds of the sale of PHX to a portion of the outstanding UPHS indebtedness and to continue clinical affiliations in key areas in the Phoenixville community with PHC and CHS. Additional information concerning various commitments made by PHC and CHS to the Trustees and to the Phoenixville community, various liabilities retained by UPHS, and certain other elements of the transaction have been presented in more detail to the Trustees.

The transaction is subject to certain veto rights of the Phoenixville Community Health Foundation (Foundation). The Foundation ratified the LOI on April 15, 2004, and is expected to acknowledge and endorse the sale of PHX to CHS following the approval of the Trustees, thereby relinquishing any veto rights the Foundation may have.

RESOLVED, that the transactions described in the foregoing Intention and as presented to the Trustees, including the actions listed below, are approved:

- The sale of substantially all of the assets of PHX associated with or used in the operation of PHX, including the ambulatory care facility, Penn Medicine at Limerick (PML), certain associated ancillary services of PHX, land and buildings, equipment, licenses, supplies, and contracts (collectively the Assets) to PHC for a cash purchase price of \$100 million (\$100,000,000) and other consideration as set forth in an asset purchase agreement effective on or about 12:01 a.m., July 1, 2004, (the Closing).
- Transition of the employment of substantially all employees working at PHX contingent upon the employment at Closing by PHC of such employees, at their current levels of seniority and compensation and with employee benefits generally offered by CHS.
- Transfer to the Foundation of a portion of the proceeds of sale equal to \$20 million (\$20,000,000), including certain restricted assets of PHX.
- Establishment of a long-term clinical affiliation with PHC and CHS pursuant to which UPHS will provide various clinical and administrative services to PHX and establish a framework for further academic and clinical collaboration in the Greater Philadelphia area.
- The filing of documents with, and taking of other actions with respect to any governmental or regulatory offices, if necessary or appropriate, in order to secure all approvals, consents, licenses, permits and the like necessary to consummate the sale.

RESOLVED, that pursuant to the foregoing resolution, authority is delegated to the Chief Executive Officer of UPHS, or his designee, and the Executive Director of PHX to take such action and approve and execute such documents on behalf of the Trustees and PHX respectively, as may be necessary to effectuate and implement the transactions contemplated in the foregoing resolutions substantially within the parameters described

therein, with such changes as such officer deems advisable, necessary or appropriate in order to effectuate such transactions with the concurrence the President of the University of Pennsylvania.

FURTHER RESOLVED, that the appropriate officers, members of PENN Medicine Executive Committee, PHX Board of Trustees, and PENN Medicine, UPHS and PHX Management are hereby authorized and empowered to take such actions as they may deem necessary, appropriate or desirable to effectuate the intent of the foregoing resolutions.

Resolution on the Approval of the Transaction Related to Chestnut Hill HealthCare and the Investment in Southeastern Pennsylvania Healthcare Corporation Joint Venture with Vanguard Health Systems, Inc. and the Approval of License of Certain Trade Names and Trade Marks

Intention:

PENN Medicine is working to maintain productive relationships with outlying community providers, while modifying its previous strategy from one of ownership to one of partnership. This approach ensures that capital resources are appropriately invested in the core PENN Medicine tertiary and quaternary programs, while maintaining access to programmatic affiliations that will support its clinical and academic missions. In 1994 the Trustees of the University of Pennsylvania (Trustees), as owner and operator of the University of Pennsylvania Health System (UPHS) entered into an affiliation agreement with Chestnut Hill HealthCare (CHHC). This has resulted in successful ongoing joint programs in oncology, cardiology, obstetrics/gynecology and family practice. In June 2003, following a strategic planning and market assessment process, CHHC approached UPHS in search of capital and to strengthen its clinical relationships with PENN Medicine. In response to a request for proposal process including other health systems, UPHS and Vanguard Health Systems Inc. (Vanguard) submitted a proposal to establish a joint venture for the purposes of enhancing the health care services provided in the northwest Philadelphia and eastern Montgomery County communities which are within regional proximity of UPHS' core facilities in Philadelphia. Under the proposal as subsequently developed, the joint venture would take the form of a partially owned subsidiary corporation of a Vanguard affiliate, Vanguard Health Financial Company, Inc. (VHFC) formed for the purpose of acquiring the assets of CHHC. This joint venture entity, Southeastern Pennsylvania Healthcare Corporation (SPHC) will be majority owned by VHFC, with UPHS holding no more than a 20% equity interest. Vanguard will be contributing approximately \$25 million to fund the acquisition as well as committing to expend during the first five years after the closing of the transaction not less than \$50 million for capital expenditures in the communities served by Chestnut Hill Hospital. UPHS' contribution in exchange for its equity interest will be a license of certain trade names and trademarks of UPHS and the University of Pennsylvania (PENN). UPHS will also be entering into a long-term clinical affiliation with SPHC pursuant to which UPHS will provide various clinical and administrative services to Chestnut Hill Hospital and establish a framework for further academic and clinical collaboration in the northwest Philadelphia and eastern Montgomery County communities. In February 2004, CHHC selected the proposed joint venture relationship with Vanguard and UPHS. Since then Vanguard, UPHS and CHHC have been in exclusive negotiations for the joint venture transaction, with the intent of closing the transaction between August 15 and September 30, 2004.

On June 8, 2004, the PENN Medicine Executive Committee approved and recommended to the Trustees the transaction as contemplated by these resolutions.

In evaluating this transaction, the Trustees have carefully considered several factors. These include the ability of this model to achieve UPHS' long-term objectives by strengthening clinical and academic ties through affiliation and licensing agreements without a cash capital contribution by UPHS. The Trustees have also carefully considered the ability of UPHS to ensure the highest levels of quality and service at the hospital by incorporating into both the license agreement and shareholder agreement between UPHS and SPHC certain reserved powers, reporting requirements and affirmative covenants, including a seat on SPHC 's boards of directors. Additional information concerning various commitments made by Vanguard, VFHC, and SPHC to the Trustees and to the community, the licensing of certain trade names and marks, and certain other elements of the transaction have been presented in more detail to the Trustees.

RESOLVED, that the transactions described in the foregoing Intention and as presented to the Trustees, including the actions listed below are approved:

- Approval of an investment by the Trustees on behalf of UPHS in SPHC as a minority shareholder, where the majority shareholder shall be a wholly owned subsidiary of VFHC for the purposes of acquiring substantially all of the assets of CHHC for a purchase price of approximately \$25 million and other consideration as set forth in an asset purchase agreement to be executed by the parties. VFHC will fund the acquisition price.
- Approval of the license of certain UPHS and PENN trade names and trademarks to SPHC pursuant to a license agreement. The use of certain UPHS and PENN names and trademarks pursuant to the license agreement will be the sole consideration paid to SPHC in exchange for UPHS' ownership interest of up to 20% in SPHC.
- Approval of a shareholders agreement between VFHC and the Trustees on behalf of UPHS and such other documents as necessary by which, among other terms, the Trustees shall retain certain reserved powers and the Trustees and Vanguard must both provide affirmative approval of major decisions, SPHC must maintain specified reporting to the Trustees, and the Trustees may terminate its investment interest if it determines in good faith that a material issue exists with respect to the use of the PENN and UPHS names and/or there are quality and service issues that are not eliminated.
- Authorizing the Executive Committee to appoint a representative to the SPHC Board of Directors for so long as the Trustees own the investment in SPHC.
- Authorizing the Executive Committee to appoint members to the operating board of directors that shall be responsible for overseeing the hospital board of trustees.
- Establishment of a long-term clinical affiliation with SPHC pursuant to which UPHS will provide various clinical and administrative services to Chestnut Hill Hospital and establish a framework for further academic and clinical collaboration in the northwest Philadelphia and eastern Montgomery County communities.
- The delegation to the Chief Executive Officer of UPHS, or his designee, of the authority to take such action on behalf of the Trustees with respect to all matters to be voted upon by the Trustees in their capacity as a shareholder of SPHC.

- The filing of documents with, and taking of other actions with respect to any governmental or regulatory offices, if necessary or appropriate, in order to secure all approvals, consents, licenses, permits and the like necessary to consummate the transaction.

RESOLVED, that pursuant to the foregoing resolution, the Trustees delegate authority to the Chief Executive Officer of UPHS, or his designee, to take such action and approve and execute such documents on behalf of the Trustees as may be necessary to effectuate and implement the transactions contemplated in the foregoing resolutions substantially within the parameters described therein, with such changes as such officer deems advisable, necessary or appropriate in order to effectuate such transactions with the concurrence of the President of the University of Pennsylvania.

FURTHER RESOLVED, that the appropriate officers, members of PENN Medicine Executive Committee, the PENN Medicine and UPHS Management are hereby authorized and empowered to take such actions as they may deem necessary, appropriate or desirable to effectuate the intent of the foregoing resolutions.

Resolution on the Refinancing of Outstanding Health System Indebtedness

Intention:

On May 18, 1994, the Pennsylvania Higher Educational Facilities Authority issued \$35,000,000 of The Trustees of the University of Pennsylvania Health Systems Revenue Bonds, Series A of 1994, of which approximately \$28.12 million is outstanding (Prior Bonds). In connection with the issuance of the Prior Bonds, the Trustees of the University of Pennsylvania (the University or the Trustees) entered into a Master Trust Indenture dated as of May 1, 1994, as amended (the Master Indenture) with First Union National Bank, as trustee, to which Wachovia Bank, National Association, is the successor. The Prior Bonds are secured under the Master Indenture and were issued to fund capital projects for the operating units of the University known as the Hospital of the University of Pennsylvania (HUP) and the Clinical Practices of the University of Pennsylvania (CPUP). Presbyterian Medical Center of the University of Pennsylvania Health System (PMC), Pennsylvania Hospital of the University of Pennsylvania Health System (Pennsylvania Hospital), Phoenixville Hospital of the University of Pennsylvania Health System (Phoenixville Hospital), Clinical Care Associates of the University of Pennsylvania Health System (CCA), and Wissahickon Hospice of the University of Pennsylvania Health System (Wissahickon Hospice), all of which are controlled affiliates of and wholly owned subsidiaries of the Trustees, subsequently became obligated parties under the Master Indenture and are jointly and severally liable with HUP and CPUP for any debt incurred under the Master Indenture. HUP, CPUP, PMC, Pennsylvania Hospital, Phoenixville Hospital, CCA and Wissahickon Hospice are referred to herein collectively as the "Health System."

Because interest rates have declined since the issuance of the Prior Bonds, the PENN Medicine Executive Committee has approved the refinancing of the Prior Bonds for the Health System and the incurrence of indebtedness by each member of the Health System by virtue of its being a party to the Master Indenture and being jointly and severally liable for all debt incurred thereunder.

The PENN Medicine Executive Committee and the Management of the University and the Health System recommended that the Trustees authorize the incurrence of up to \$33 million of debt for the refinancing of the Prior Bonds. The PENN Medicine Executive Committee and the Management also recommend to the Trustees that they approve the incurrence of indebtedness in connection therewith by each member of the Health System by virtue of its being a member of the obligated group.

The terms of the indebtedness would be approved by the Debt Subcommittee of the Budget and Finance Committee (Debt Subcommittee) upon the further recommendation and approval by the PENN Medicine Board Finance Committee (Finance Committee).

In addition, Management would like the Trustees to delegate to it the power to choose an issuer and an investment bank or bankers for the indebtedness, to determine the method of sale of the indebtedness, to approve the appointment of bond counsel, and to do and to

take all action with respect to the indebtedness except to the extent delegated to the Debt Subcommittee upon the recommendation and approval of the Finance Committee.

RESOLVED, that the Trustees hereby authorize and approve the borrowing of up to \$33 million for the Health System pursuant to the Master Indenture or otherwise to refinance the Prior Bonds and hereby authorize and approve the incurrence of indebtedness by each member of the Health System to the extent the aforementioned obligations are issued under the Master Indenture.

FURTHER RESOLVED, that the Management shall present the terms and details of the indebtedness to the Finance Committee for its approval and recommendation prior to presenting it to the Debt Subcommittee for approval.

FURTHER RESOLVED, that any indebtedness authorized by this resolution may be for a term of up to 30 years and may bear interest at a fixed or variable interest rate, subject however, to the approval of the terms and conditions of such borrowing by the Debt Subcommittee, such approval by the Debt Subcommittee to be conclusively evidenced by the adoption of a resolution authorizing and approving the terms of such borrowing pursuant to this resolution.

FURTHER RESOLVED, that the President and the Senior Vice President for Finance and Treasurer be and either of them is hereby authorized to apply on behalf of the University to a governmental issuer to issue indebtedness for the purposes stated above and to pay such fees and expenses as may be required in connection therewith and in connection with the incurrence of indebtedness authorized herein.

FURTHER RESOLVED, that the President and the Senior Vice President for Finance and Treasurer be and either of them is hereby authorized to determine the method of sale of any indebtedness incurred pursuant to this resolution (which may be a competitive sale, negotiated sale, a private placement or any combination thereof), to select an investment banker or bankers (if a negotiated sale is to be used) or a lender or purchaser in the event of a private placement, to select a bank or other financial institution to provide credit and/or liquidity support for the indebtedness, to select a remarketing agent, an auction agent, broker-dealer or market agent, if applicable, for the indebtedness, and a trustee and paying agent, and to take all action in connection therewith, subject to the Debt Subcommittee's approval of the details of the indebtedness incurred pursuant to this resolution including the rates of interest, interest rate mode, dates of maturity, redemption features and security for such indebtedness (but not in excess of the amount or for the term above authorized).

FURTHER RESOLVED, that the President and Senior Vice President for Finance and Treasurer be and either of them is hereby authorized to determine whether, in connection with the indebtedness authorized hereby, one or more members of the Health System shall enter into an interest rate swap, cap, collar, floor, or other arrangement intended to hedge such indebtedness, or, in effect, to convert interest on all or a portion of such indebtedness from a fixed rate to a floating rate, from a floating rate to a fixed rate, or from one floating rate to another floating rate, and thereby reduce the cost of borrowing

on such indebtedness by optimizing the relative amounts of fixed and floating rate debt from time to time or the risk of variations in debt service costs (Hedge Agreement), and in connection therewith any collateral arrangements pledging property of one or more members of the Health System, including investment securities, as security for their obligations with respect to any Hedge Agreement, and to take all action in connection therewith, subject to the Debt Subcommittee's approval of the details of any Hedge Agreement, including the notional amount thereof, the method by which payments thereunder are determined, the term and collateral arrangements for such Hedge Agreement.

FURTHER RESOLVED, that the President and the Senior Vice President for Finance and Treasurer be and they are hereby authorized and empowered to take such action, approve the form and content and execute and deliver, and the Secretary or any Assistant Secretary is authorized and directed to affix the seal of the University to, such documents, including if applicable, one or more trust indentures, loan agreements, leases or subleases, supplemental Master Indentures, master notes, bond purchase contracts, reimbursement agreements, standby bond purchase agreements, remarketing agreements, official statements or other offering documents, Hedge Agreements, and any other documents, agreements or instruments, and to do such things as shall be necessary to effectuate the borrowing authorized by this resolution, subject, however, in all respects to the approval of the terms and details of the indebtedness and any Hedge Agreement by the Debt Subcommittee.

FURTHER RESOLVED, that the appropriate officers of each of the members of the Health System, or the Senior Vice President and Chief Financial Officer of the Health System on their behalf, be and each of them is hereby authorized and directed to execute and deliver such documents and to take all action and to do all things as shall be necessary or advisable in connection with the subject matter of this resolution.

Resolution to Restructure Outstanding Health System Variable Rate Indebtedness

Intention:

In 1994, 1996 and 1998 the Pennsylvania Higher Educational Facilities Authority issued various series of variable rate revenue bonds for the benefit of the University of Pennsylvania Health System, of which approximately \$291.6 million is outstanding (Variable Rate Bonds). In connection with the issuance of the Variable Rate Bonds, the Trustees of the University of Pennsylvania (University or Trustees) entered into a Master Trust Indenture dated May 1, 1994, as amended (Master Indenture) with First Union National Bank as trustee and to which Wachovia Bank, National Association, is the successor. The Variable Rate Bonds are secured under the Master Indenture and were issued to fund capital projects for the operating units of the University known as the Hospital of the University of Pennsylvania (HUP) and the Clinical Practices of the University of Pennsylvania (CPUP), and for Presbyterian Medical Center of the University of Pennsylvania Health System (PMC), Pennsylvania Hospital of the University of Pennsylvania Health System (Pennsylvania Hospital), and Phoenixville Hospital of the University of Pennsylvania Health System (Phoenixville Hospital), all of which are controlled affiliates of and wholly owned subsidiaries whose sole member is the Trustees. Clinical Care Associates of the University of Pennsylvania Health System (CCA) and Wissahickon Hospice of the University of Pennsylvania Health System (Wissahickon Hospice), which are also controlled affiliates of and wholly owned subsidiaries of the Trustees, subsequently became obligated parties under the Master Indenture and are jointly and severally liable with HUP, CPUP, PMC, Pennsylvania Hospital and Phoenixville Hospital for any debt incurred under the Master Indenture. HUP, CPUP, PMC, Pennsylvania Hospital, Phoenixville Hospital, CCA and Wissahickon Hospice are referred to herein collectively as the "Health System."

The Variable Rate Bonds are obligations of the members of the Health System and are not general obligations of the University.

The Variable Rate Bonds are currently secured by letters of credit (Existing Letters of Credit) issued by Banque Paribas, acting through its New York Branch, Bayerische Landesbank Girozentrale, acting through its New York Branch and JPMorgan Chase Bank (Existing Banks). As a condition of issuing the Existing Letters of Credit, the Existing Banks required that the University guarantee, as a general obligation of the University, the reimbursement obligations of the members of the Health System related to the Existing Letters of Credit.

The Management of the University and the Health System believe that it may be possible to restructure the Variable Rate Bonds and the arrangements related to the Existing Letters of Credit in ways that would benefit the University and the Health System. The objectives include reducing or eliminating the University's guaranty of the reimbursement obligations associated with the Variable Rate Bonds; and/or reducing or eliminating the cost of credit and liquidity support for the Variable Rate Bonds. The

possible means to these objectives include renegotiating the financing structure with the Existing Banks; replacing one or more of the Existing Banks; converting some or all of the Variable Rate Bonds from a weekly rate mode to a different interest rate mode; refunding some or all of the Variable Rate Bonds with new bonds; or a combination of the foregoing (collectively, the Restructuring Project).

The PENN Medicine Executive Committee has approved the Restructuring Project and the incurrence of indebtedness, if applicable, by each member of the Health System by virtue of its being a party to the Master Indenture and being jointly and severally liable for all debt incurred thereunder.

The PENN Medicine Executive Committee and the Management of the University and the Health System have recommended that The Trustees authorize the Restructuring Project, including, if applicable or required, the incurrence of up to \$330 million of debt for the refinancing of the Variable Rate Bonds. The PENN Medicine Executive Committee and Management have also recommended to The Trustees that they approve, if applicable, the incurrence of indebtedness in connection therewith by each member of the Health System by virtue of its being a member of the obligated group.

The terms of the Restructuring Project, including the incurrence of indebtedness, if applicable, would be approved by the Debt Subcommittee of the Budget and Finance Committee (the Debt Subcommittee) upon the further recommendation and approval by the PENN Medicine Board Finance Committee (the Finance Committee).

In addition, the Management would like the Trustees to delegate to it the power to choose an issuer and an investment bank or bankers for the indebtedness, if any is to be incurred, to determine the method of sale of such indebtedness, to approve the appointment of bond counsel and to do and to take all action with respect to such indebtedness except to the extent delegated to the Debt Subcommittee upon the recommendation and approval by the Finance Committee.

RESOLVED, that The Trustees of the University hereby authorize and approve the Restructuring Project, including, if applicable, the borrowing of up to \$330 million for the Health System pursuant to the Master Indenture or otherwise to refinance the Variable Rate Bonds, and hereby authorize and approve the incurrence of indebtedness by one or more members of the Health Systems, or by each member of the Health System to the extent the aforementioned obligations are issued under the Master Indenture.

FURTHER RESOLVED, that the Management shall present the terms and details of the Restructuring Project to the Finance Committee for its approval and recommendation prior to presenting the Restructuring Project to the Debt Subcommittee for approval.

FURTHER RESOLVED, that any indebtedness authorized by this resolution may be for a term of up to 30 years and may bear interest at a fixed or variable interest rate, subject however, to the approval of the terms and conditions of such borrowing by the Debt Subcommittee, such approval by the Debt Subcommittee to be conclusively evidenced by

the adoption of a resolution authorizing and approving the terms of the such borrowing pursuant to this resolution.

FURTHER RESOLVED, that the President and the Senior Vice President for Finance and Treasurer be and either of them is hereby authorized to apply on behalf of the University to a governmental issuer to issue indebtedness for the purposes stated above and to pay such fees and expenses as may be required in connection therewith and in connection with the incurrence of indebtedness authorized herein.

FURTHER RESOLVED, that the President and the Senior Vice President for Finance and Treasurer be and either of them is hereby authorized to determine the method of sale of any indebtedness incurred pursuant to this resolution (which may be a competitive sale, negotiated sale, a private placement or any combination thereof), to select an investment banker or bankers (if a negotiated sale is to be used) or a lender or purchaser in the event of a private placement, to select a bank or other financial institution to provide credit and/or liquidity support for the indebtedness, to select a remarketing agent, an auction agent, broker-dealer or market agent, if applicable, for the indebtedness, and a trustee and paying agent, and to take all action in connection therewith, subject to the Debt Subcommittee's approval of the details of the indebtedness incurred pursuant to this resolution including the rates of interest, interest rate mode, dates of maturity, redemption features and security for such indebtedness (but not in excess of the amount or the above authorized term).

FURTHER RESOLVED, that the President and Senior Vice President for Finance and Treasurer be and either of them hereby is authorized to determine whether, in connection with the indebtedness authorized hereby, one or more members of the Health System shall enter into an interest rate swap, cap, collar, floor, or other arrangement intended to hedge such indebtedness, or, in effect, to convert interest on all or a portion of such indebtedness from a fixed rate to a floating rate, from a floating rate to a fixed rate, or from one floating rate to another floating rate, and thereby reduce the cost of borrowing on such indebtedness by optimizing the relative amounts of fixed and floating rate debt from time to time or the risk of variations in debt service costs (a Hedge Agreement), and in connection therewith enter into collateral arrangements pledging property of one or more members of the Health System, including investment securities, as security for their obligations with respect to any Hedge Agreement, and to take all action in connection therewith, subject to the Debt Subcommittee's approval of the details of any Hedge Agreement, including the notional amount thereof, the method by which payments thereunder are determined, the term and collateral arrangements for such Hedge Agreement.

FURTHER RESOLVED, that the President and the Senior Vice President for Finance and Treasurer be and either of them is authorized to enter into negotiations with one or more of the Existing Banks and with other financial institutions in connection with the Restructuring Project with respect to terms and conditions relating to the Existing Letters of Credit or to replacements therefore, and to the replacement of one or more of the Existing Banks, subject however, to the approval of such terms and conditions by the Debt Subcommittee, such approval by the Debt Subcommittee to be conclusively

evidenced by the adoption of a resolution authorizing such terms and conditions pursuant to this resolution.

FURTHER RESOLVED, that the President or the Senior Vice President for Finance and Treasurer be and either of them hereby is authorized on behalf of the University to enter into a guaranty or other similar agreement of all or a portion of the indebtedness herein authorized, or to enter into a guaranty or other similar agreement or to directly execute, as obligor, any document required to be entered into with the Existing Banks or any replacement banks or other financial institutions to evidence repayment obligations of the members of the Health System with respect to the Existing Letters of Credit or any replacement letters of credit or other credit or liquidity facilities, with the result that the University would guaranty or be directly obligated for the payment of all or a portion of the indebtedness herein authorized or of the repayment obligations of the members of the Health System, as a general obligation of the University, subject to the Debt Subcommittee's approval of the terms of such guaranty or direct obligation.

FURTHER RESOLVED, that the President and the Senior Vice President for Finance and Treasurer be and they hereby are authorized and empowered to take such action, approve the form and content and execute and deliver, and the Secretary is authorized and directed to affix the seal of the University to, such documents, including, if applicable, one or more trust indentures, loan agreements, leases or subleases, supplemental Master Indentures, master notes, bond purchase contracts, reimbursement agreements, standby bond purchase agreements, remarketing agreements, official statements or other offering documents, Hedge Agreements, guaranties, and any other documents, agreements or instruments, and to do such things as shall be necessary to effectuate the Restructuring Project, including any borrowings authorized by this resolution, subject, however, in all respects to the approval of the terms and details of the Restructuring Project and any related indebtedness and any Hedge Agreement or University guaranty by the Debt Subcommittee.

FURTHER RESOLVED, that the appropriate officers of each of the members of the Health System, or the Senior Vice President and Chief Financial Officer of the Health System on their behalf, be and each of them hereby is authorized and directed to execute and deliver such documents and to take all action and to do all things as shall be necessary or advisable in connection with the subject matter of this resolution.

Resolution to Apply Proceeds of the Sale of Phoenixville Hospital to Outstanding Health System Indebtedness

Intention:

Phoenixville Hospital of the University of Pennsylvania Health System (Phoenixville Hospital) is a controlled affiliate of and wholly owned subsidiary whose sole member is the Trustees of the University of Pennsylvania (University or Trustees). Phoenixville Hospital has been the beneficiary of all or portions of three tax-exempt financings by the Pennsylvania Higher Educational Facilities Authority (the Authority), including approximately \$7,200,000 of the Authority's University of Pennsylvania Health Services Revenue Bonds, Series B of 1998 (the "1998B Bonds"); \$1,200,000 of financing provided by the Authority under the Master Lease and Sublease Agreement dated as of April 1, 2002 (2002 Lease) with the University and certain of its controlled affiliates; and \$25,515,000 of the Authority's Phoenixville Hospital Revenue Bonds, Series 2002 (2002 Bonds). The outstanding aggregate amount of tax-exempt financing for Phoenixville Hospital is approximately \$33,915,000. The 1998B Bonds are secured by a promissory note issued under a Master Trust Indenture dated as of May 1, 1994, as amended (Master Indenture) between the University and First Union National Bank, as trustee, to which Wachovia Bank, National Association, is the successor. The 1998B Bonds are secured under the Master Indenture and were issued to fund capital projects for the operating units of the University known as the Hospital of the University of Pennsylvania (HUP) and the Clinical Practices of the University of Pennsylvania (CPUP), and for Presbyterian Medical Center of the University of Pennsylvania Health System (PMC), Pennsylvania Hospital of the University of Pennsylvania Health System (Pennsylvania Hospital), and Phoenixville Hospital, all of which are controlled affiliates and wholly owned subsidiaries of the University. Clinical Care Associates of the University of Pennsylvania Health System (CCA) and Wissahickon Hospice of the University of Pennsylvania Health System (Wissahickon Hospice), which are also controlled affiliates and wholly owned subsidiaries of the University, subsequently became obligated parties under the Master Indenture and are jointly and severally liable with HUP, CPUP, PMC, Pennsylvania Hospital and Phoenixville Hospital for any debt incurred under the Master Indenture. HUP, CPUP, PMC, Pennsylvania Hospital, Phoenixville Hospital, CCA and Wissahickon Hospice are referred to herein collectively as the "Health System."

The obligations of Phoenixville Hospital under the 2002 Lease are joint and several with the obligations of HUP, CPUP, PMC, and Pennsylvania Hospital. The 2002 Bonds are obligations of Phoenixville Hospital, but have been guaranteed by HUP and CPUP. The 2002 Lease and the 2002 Bonds are not secured under the Master Indenture.

The University has entered into negotiations for the sale of the assets of Phoenixville Hospital to a for-profit entity. Under the Master Indenture, Phoenixville Hospital would be required to withdraw from the obligated group thereunder as a condition of the sale of its assets (Master Indenture Withdrawal).

Under the Internal Revenue Code, the University would be required to take "remedial action" in connection with the sale of the bond-financed assets of Phoenixville Hospital, which would consist of the application of approximately \$33,915,000 of the sale proceeds to one or more of the following: (i) the payment of that portion of the 1998B Bonds and the 2002 Lease allocable to Phoenixville Hospital and the payment of the 2002 Bonds; (ii) the payment of other tax-exempt indebtedness of the Health System; or (iii) the financing of new capital assets of the Health System (the Remedial Action). The Trustees have determined that the net proceeds of the sale of Phoenixville Hospital will not be applied to the financing of new capital assets of the Health System.

In the event that, in connection with the Remedial Action, sale proceeds were applied to pay tax-exempt indebtedness other than the portion allocable to Phoenixville Hospital of the 1998B Bonds and the 2002 Lease, and all of the 2002 Bonds, the University would be required to designate one or more members of the Health System to replace Phoenixville Hospital as the borrower under each such financing. Such designation and the assumption of the indebtedness of Phoenixville Hospital related thereto by each such member so designated, would constitute the incurrence of indebtedness by each such member (Borrower Substitution).

In addition, if the 2002 Bonds remain outstanding after the sale of the assets of Phoenixville Hospital, it may be in the best interests of the University and the Health System to extend the term or terms of, and/or renegotiate with Merrill Lynch & Co. or its affiliate, as holder of the 2002 Bonds, the terms and conditions of certain arrangements associated with the 2002 Bonds, including (i) the guarantee by HUP and CPUP of the 2002 Bonds, (ii) the put option sold by HUP and CPUP to the holder of the 2002 Bonds, and (iii) the interest rate swap entered into by the University with a Merrill Lynch & Co. affiliate in connection with the 2002 Bonds (collectively, the 2002 Bonds Ancillary Arrangements).

Management and the PENN Medicine Executive Committee have recommended that The Trustees delegate to the Debt Subcommittee of the Budget and Finance Committee (Debt Subcommittee) the power and authority to consider and to make final determinations, on behalf of the Trustees, in the event that the assets of Phoenixville Hospital are sold, with respect to the Master Indenture Withdrawal; the Remedial Action; the Borrower Substitution; and the 2002 Bonds Ancillary Arrangements.

RESOLVED, that the Trustees hereby delegate to the Debt Subcommittee the power and authority to consider and to make final determinations, on behalf of the Trustees, in the event that the assets of Phoenixville Hospital are sold, with respect to the Master Indenture Withdrawal; the Remedial Action; the Borrower Substitution; and the 2002 Bonds Ancillary Arrangements.

FURTHER RESOLVED, that the President and the Senior Vice President for Finance and Treasurer and the Chief Financial Officer of the Health System and the appropriate officers of the Health System wholly owned subsidiaries (or the Chief Financial Officer of the Health System on their behalf) be and they hereby are authorized and empowered to take on behalf of the University or any of the Health System wholly owned

subsidiaries, such action, approve the form and content and execute and deliver, and the Secretary or any Assistant Secretary of the University and the Secretary or Assistant Secretary of any of the Health System wholly owned subsidiaries be authorized and directed to affix the seal of the University or of such subsidiaries, as the case may be, where applicable, to such documents, including, if applicable, one or more approvals or releases in connection with the Master Indenture Withdrawal; one or more redemption directions, termination agreements, escrow deposit agreements or refunding agreements or other instruments in connection with the Remedial Action; one or more assignment and assumption agreements, release agreements or other instruments in connection with the Borrower Substitution; such new agreements or modifications to existing agreements or extensions of the term or terms thereof as may be appropriate in connection with the 2002 Bonds Ancillary Arrangements; and any other documents, agreements or instruments, and to do such things as shall be necessary to effectuate the transactions authorized by this resolution, subject, however, in all respects to the approval of the terms and details of the transactions by the Debt Subcommittee, such approval to be evidenced by one or more resolutions adopted by the Debt Subcommittee.

**Resolution to Declare the University's Intent to Reimburse
Capital Costs with Proceeds of Borrowings**

Intention:

The Trustees of the University of Pennsylvania (University) are undertaking various capital projects described in Exhibit A (Project). The Administration of the University recommends that the Trustees declare the University's intent to reimburse expenditures for the Project with proceeds of borrowings, including tax-exempt debt obligations. Background on this resolution is provided in Exhibit B.

RESOLVED that the University hereby declares its intent under Treasury Regulation § 1.150-2 to use borrowings, including tax-exempt bonds, to finance the capital costs of the Project, together with costs of issuance and reasonably required reserves, subject to the following conditions:

1. The maximum principal amount of tax-exempt bonds expected to be issued to finance the Project is \$150,000,000.
2. Pending issuance of the tax-exempt bonds, the University may finance the Project with other funds which will be reimbursed with the proceeds of the tax-exempt bonds.
3. Issuance of the tax-exempt bonds shall be subject to documentation acceptable to the University providing for the tax-exempt bonds to be payable from the payments by the University.

EXHIBIT A

Project Description

The Project consists primarily of construction, renovation, improvements and equipment acquisitions at the University's facilities in the Commonwealth of Pennsylvania, including the campus of the University in the City of Philadelphia, the boundaries of which are 41^s Street on the West, 31st Street on the East, Chestnut Street on the North and Civic Center Boulevard on the South, during fiscal years 2004 through 2008. The Project facilities will be used by the University in its activities as an independent institution of higher learning.

The Project is reasonably expected to include the following specific facilities together with other projects included in the Fiscal Year 2005 Capital Plan and Future Years' Capital Plans:

- Bennett Hall
- Dormitory Renovations (including sprinklers and fire safety)
- Life Sciences Quadrangle
- Medical Science Research Laboratory Renovations
- New Veterinary School Building
- Nursing Building Renovations
- Roberts Classroom Renovation
- Skirkanich Hall
- Vivarium Space

EXHIBIT B

Background on Resolution to Declare the University's Intent to Reimburse Capital Costs with Proceeds of Borrowings

The University's lowest cost and most favorable source of capital is tax-exempt financing. The IRS has promulgated specific rules and procedures to enable eligible capital projects to secure tax-exempt financing. One of the basic principles of tax-exempt financing is that the proceeds must be traced to the acquisition of specifically identified assets. The IRS further requires that if an issuer wishes to borrow for expenditures prior to a tax-exempt borrowing, the governing board of such issuer declare its intent to borrow at the time of the expenditure. The benefit of declaring intent to borrow is that, should the University secure external financing for any capital project, the University could reimburse itself for these expenditures and use the proceeds immediately upon their delivery. The reimbursement resolution does not commit or authorize any borrowing by the University. If the University moves forward with long-term borrowing plans, the Budget and Finance Committee and Trustees of the University would need to approve such plans.

The financial management of the University recommends that this reimbursement resolution be adopted and a similar resolution be adopted each June when the capital plan is presented to the Budget & Finance Committee of the Trustees.

**Resolution to Authorize and Approve the Merger of
Hamilton Square, LLC, into Penn Tower Hotel, Inc.**

Intention:

Hamilton Square, LLC (HSLLC) was established in 1998 to facilitate the anticipated legal structure of the Hamilton Square project at 40th and Walnut streets. The University is the sole Member of HSLLC. As a result of changes in the development model for Hamilton Square, HSLLC has no assets or liabilities and there is no need for its continued existence. Accordingly, the Administration proposes to terminate the existence of HSLLC by merging it into Penn Tower Hotel, Inc (PTHI). The merger of HSLLC into PTHI will have no financial consequences to PTHI but will efficiently terminate the existence of HSLLC.

RESOLVED, that HSLLC shall merge into Penn Tower Hotel, Inc., a Pennsylvania corporation, (Surviving Corporation) by having HSLLC merge with and into the Surviving Corporation, that HSLLC shall cease to exist and that, upon the effectiveness of the merger, each membership unit of HSLLC shall be cancelled and shall no longer be issued.

FURTHER RESOLVED, that the Plan of Merger between HSLLC and the Surviving Corporation providing for the merger in the form hereto attached as Exhibit A is hereby approved and adopted.

FURTHER RESOLVED, that the Managers of HSLLC are, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the University, to take such actions as shall be necessary or appropriate to effectuate the foregoing resolutions.

FURTHER RESOLVED, that any actions heretofore taken in furtherance of the purposes of these resolutions are hereby ratified and affirmed.

Exhibit A

PLAN OF MERGER

PLAN OF MERGER, dated as of _____, 2004, pursuant to Section 1922 of the Business Corporation Law of 1988, as amended, and Section 8957 of the Limited Liability Company Law of 1994 between Penn Tower Hotel, Inc. (Surviving Corporation), a Pennsylvania corporation, and Hamilton Square, LLC (Merging Company), a Pennsylvania limited liability company.

PREMISES

The parties hereto desire to effect the merger of the Merging Company with and into the Surviving Corporation (Merger) in accordance with the terms hereof

NOW, *THEREFORE*, in consideration of the premises and the mutual agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

ARTICLE I

MERGER

On the Effective Date (as defined in Article III hereof), the Merging Company shall be merged into the Surviving Corporation, and the existence of the Merging Company shall cease. The Surviving Corporation shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the Commonwealth of Pennsylvania.

II ***ARTICLE***

ARTICLES OF INCORPORATION AND BY-LAWS

The Articles of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue as the Articles of Incorporation of the Surviving Corporation following the Merger, until the same shall thereafter be altered or amended.

The By-Laws of the Surviving Corporation, as in effect on the Effective Date, shall continue to be the By-Laws of the Surviving Corporation until altered or amended as therein provided.

ARTICLE III

EFFECTIVE DATE OF MERGER

The Merger shall be effective on _____, 2004 as of the close of business (Effective Date).

ARTICLE IV

MANNER OF CONVERSION OF SHARES

The manner and basis of converting the membership units of the Merging Company into shares of the Surviving Corporation shall be as follows:

(a) Each membership unit of the Merging Company owned by the sole member of the Merging Company immediately prior to the Effective Date shall, by virtue of the Merger and without any further action on the part of the holders of the Shares of the Surviving Corporation be cancelled and shall no longer be owned after the Effective Date of the Merger.

(b) On the Effective Date of the Merger, each share of common stock of the Surviving Corporation outstanding immediately before the Merger becomes effective shall continue to be an issued and outstanding share of the common stock of the Surviving Corporation.

ARTICLE V

RIGHTS AND OBLIGATIONS; FURTHER ASSURANCES

On the Effective Date of the Merger, the existence of the Merging Company shall cease, and the Surviving Corporation shall possess and be vested with all the rights, privileges, powers and franchises of and be subject to all the restrictions, disabilities, duties and obligations of the Merging Company, and all real, personal and mixed property of, and all debts due to, and all other interests, rights, claims and actions belonging to the Merging Company shall be vested in the Surviving Corporation. On such date, all property, rights, privileges, powers and franchises, and every other interest of the Surviving Corporation and the Merging Company shall be thereafter effectively the property of the Surviving Corporation as they were of the Surviving Corporation and of the Merging Company respectively. The title to any estate vested by deed or otherwise of the Merging Company shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of the Merging Company shall be preserved and unimpaired, and all debts, liabilities and duties of the Merging Company, shall attach to the Surviving Corporation and may be enforced against the

Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

The Merging Company hereby agrees, from time to time, as and when required by the Surviving Corporation or by the Surviving Corporation's successors and assigns, to execute and deliver or cause to be executed and delivered such deeds and other instruments, and to take or cause to be taken such further or other actions, as necessary or appropriate, in order to vest or perfect in, or to confirm to, the Surviving Corporation title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Merging Company, and otherwise to carry out the purposes of this Plan of Merger. The Directors of the Surviving Corporation and the Sole Member of Merging Company are fully authorized in the name of the Surviving Corporation or the Merging Company, as appropriate, to take any and all such action.

ARTICLE VI

~~TERMINATION~~ AND POST-ADOPTION

Notwithstanding anything to the contrary herein or elsewhere, this Plan may be terminated or amended by action of the Directors of the Surviving Corporation or the Sole Member of the Merging Company at any time prior to the date of filing the Articles of Merger with respect to the Merger with the Secretary of the Commonwealth of Pennsylvania to the extent permitted by applicable law.

ARTICLE VII

MISCELLANEOUS

For the convenience of the parties and to facilitate any filing and recording of this Agreement, any number of counterparts hereof may be executed, each of which shall be deemed to be an original of this Agreement but all of which, together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed the day and year first written above.

HAMILTON SQUARE, LLC

Attest: _____ By: _____

Name: _____
Title: Manager

PENN TOWER HOTEL, INC.

Attest: _____ By: _____

Resolution to Accept the Contribution of Penn Tower Hotel, Inc. Stock from University City Associates, Inc., and to Designate a Shareholder Representative to Penn Tower Hotel, Inc.

Intention:

Penn Tower Hotel, Inc. (PTHI) is a for-profit subsidiary of the University created in 1986. PTHI owns and operates the University City Sheraton Hotel at 36th and Chestnut streets, and operates the Penn Tower Hotel on Convention Avenue and other hospitality-related businesses. PTHI has operated as an indirect subsidiary of the University with all stock in PTHI being owned by University City Associates, Inc. (UCA), a not-for-profit corporation whose sole member is the University. In order to reflect the separation of management responsibility for PTHI and UCA within the University and to simplify the accounting treatment of PTHI's and UCA's operations, the Administration proposes that UCA contribute its shares in PTHI to the University so that all of the shares of PTHI would be owned by the University, and PTHI would become a direct wholly-owned subsidiary of the University. To simplify the corporate governance of PTHI, the Administration proposes that the Trustees designate a shareholder representative to act for and on behalf of the University in its capacity as the shareholder of PTHI.

RESOLVED, that the University accept the contribution from University City Associates, Inc., of all of its rights, titles and interests in and to all of the shares of stock of Penn Tower Hotel, Inc.

FURTHER RESOLVED, that the President of the University, or any officer or associate officer of the University designated by the President, is hereby appointed the Shareholder Representative of the University to PTHI, and, in that capacity, is authorized to exercise all rights and powers vested in the University as a shareholder of PTHI.

FURTHER RESOLVED, that any appropriate officer of the University be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the University, to take such actions as shall be necessary or appropriate to effectuate the foregoing resolutions.

FURTHER RESOLVED, that any actions heretofore taken in furtherance of the purposes of these resolutions are hereby ratified and affirmed.

**Resolution to Appoint a Shareholder Representative
to Hamilton Square, Inc.**

Intention:

Hamilton Square, Inc. (HSI) is a for-profit subsidiary of the University, whose creation was authorized by the Trustees under the terms of a resolution adopted on October 30, 1998. The University is the sole shareholder of HSI. To simplify corporate action by the sole shareholder with regard to HSI, the Administration proposes that the Trustees designate a shareholder representative to act for and on behalf of the University in its capacity as the shareholder of HSI.

RESOLVED, that the President of the University, or any officer or associate officer of the University designated by the President, is hereby appointed the Shareholder Representative of the University to HSI, and, in that capacity is authorized to exercise all rights and powers vested in the University as a shareholder of HSI. Any actions heretofore taken in furtherance of the purposes of this Resolution are hereby ratified and affirmed.

Resolution to Authorize and Approve the Transfer of Certain Member Interests in Neighborhood Preservation and Development Fund LLC and to Designate a Member Representative to Neighborhood Preservation and Development Fund LLC

Intention:

The Neighborhood Preservation and Development Fund LP (NPDF) was created by the University and Fannie Mae in 1999 to acquire and improve multi-family properties in University City. The general partner of NPDF is Neighborhood Preservation and Development Fund LLC and its current Members are the University and University City Associates, Inc., (UCA). The University has arranged to transfer the Member interest in Neighborhood Preservation and Development Fund LLC owned by UCA to the University of the Sciences (USP). USP, through an affiliate, is currently a limited partner investor in NPDF. The Administration believes that aligning the interests of USP and the University at the general partner level will strengthen NPDF and promote its mission of improving multi-family housing in University City.

RESOLVED, that the transfer of UCA's Member interest in Neighborhood Preservation and Development Fund LLC to the University of the Sciences (or its affiliate) on such terms and conditions as the Administration determines to be in the best interests of the University is hereby authorized and approved.

FURTHER RESOLVED, that the President of the University, or any other officer or associate officer designated by the President, is hereby appointed the Member Representative of the University to Neighborhood Preservation and Development Fund LLC and in that capacity is authorized to exercise all of the rights and powers vested in the University as a Member of Neighborhood Preservation and Development Fund LLC.

FURTHER RESOLVED, that any actions heretofore taken in furtherance of the purposes of these resolutions are hereby ratified and affirmed.

**Resolution to Appoint John F. Gamba
to the Board of Overseers of the Graduate School of Education**

RESOLVED, that John F. Gamba be appointed to the Board of Overseers of the Graduate School of Education for a three-year term, effective June 18, 2004.

John F. Gamba, W'61, is President and owner of JFG Associates, Inc., an investment-consulting firm in Naples, FL. Prior to founding JFG Associates, Inc., Mr. Gamba was Chairman of SmartPros, Ltd., a New York-based provider of e-learning and continuing education services for professionals in accounting, financial management and engineering markets. He currently serves as Chairman of SmartPros' Board of Directors. Mr. Gamba is also on the Board of Directors of Avante Global, LLC. He is a former director of Bellcore, Inc., and former Chairman of the Board of Gandalf Technologies, Inc. He is a former trustee of Capital College in Laurel, MD, and a former member of the Board of Directors of the West Chester, PA, School District. At Penn, Mr. Gamba serves as President of the Class of 1961 and head of its Gift Committee. Mr. Gamba is also President of the Southwest Florida Alumni Club and Chair of its Scholarship Committee. He is a member of Penn's Undergraduate Financial Aid Committee. In 2002, Mr. Gamba received the Penn Alumni Award of Merit.

**Resolution to Appoint Alberto Ibarguen, Esq.
to the Board of Overseers of the Law School**

RESOLVED, that Alberto Ibarguen, Esq., be appointed to the Board of Overseers of the Law School for a three-year term, effective June 18, 2004.

Alberto Ibarguen, Esq., L ' 74, is Chairman of the Miami Herald Publishing group, publisher of the *Miami Herald*. The company also publishes *El Nuevo Herald*, Miami ' s dominant Spanish language newspaper. Mr. Ibarguen joined the company in 1995 and, in 1998, was named the first Hispanic publisher of the *Miami Herald*. The *Herald* has won three Pulitzer Prizes under Mr. Ibarguen's leadership. Mr. Ibarguen serves as Vice Chairman of the Public Broadcasting Service (PBS) Board of Directors. He is a trustee at Smith College and the University of Miami. Mr. Ibarguen is a former trustee of Wesleyan University, where he received the Distinguished Alumnus Award in 1996. He is also a member of the Committee to Protect Journalists, the Miami Fellows Initiative, and the Inter-American Dialogue, a think tank in Washington, DC.

**Resolution to Appoint Arthur M. Cohen and Lisa Yuskavage
to the Board of Overseers of the Institute of Contemporary Art
and Pamela Spiegel Sanders as Vice Chair**

RESOLVED, that Arthur M. Cohen and Lisa Yuskavage be appointed to the Board of Overseers of the Institute of Contemporary Art for three-year terms, effective June 18, 2004, and that Pamela Spiegel Sanders be appointed as Vice Chair for a three-year term, effective June 18, 2004.

Arthur M. Cohen, C'82, is co-Founder, Principal, and Strategy Director at LaPlaca Cohen, a full-service advertising, branding and marketing agency. Mr. Cohen currently serves on the board of the ICA Boston, the Contemporary Collections Committee of the Harvard University Art Museum, the Visiting Committee of the Center for Experimental Medicine at Harvard Medical School, and the Public Management Advisory Committee at Harvard Business School. He is a guest lecturer in New York University's Arts Administration Program. After graduating from Penn, Mr. Cohen received an MBA from Harvard University and also attended the London School of Economics.

Lisa Yuskavage held her first solo exhibition at the Institute of Contemporary Art. She is an accomplished artist and has had numerous solo exhibitions throughout the world, including the Marianne Boesky Gallery, New York, 2003; the Royal Academy of Arts in London, 2002; Studio Guenzani, Milan, 2001; Centre d'Art Contemporain, Geneva, 2001; and the Christopher Grimes Gallery in Santa Monica, CA, 1996. Ms. Yuskavage's group exhibitions have included the National Academy of Design, New York, 2002; Museo de Arte Moderno, Mexico City, 2001; the Whitney Museum of Art, New York, 2000; and the Museum of Modern Art, New York, 2001. Ms. Yuskavage received a BFA degree from Tyler School of Art at Temple University, and an MFA from the Yale School of Art.

Pamela Spiegel Sanders, C'78, has been a member of the Board of Overseers of the Institute of Contemporary Art since 2000. She is the Chair of ICA's Arts Day Committee and also serves on the Board's Executive and Strategic Planning Committee. Ms. Sanders is co-founder of the ICA Leadership Circle.

**Resolution to Appoint Donald J. Deutsch, Betsy Schur Levy, M. Claire Lomax, Esq.,
William A. Meyer and Bruce L. Newberg
to the Board of Overseers of the School of Social Work**

RESOLVED, that Donald J. Deutsch, Betsy Schur Levy, M. Claire Lomax, Esq., William A. Meyer and Bruce L. Newberg be appointed to the Board of Overseers of the School of Social Work for three-year terms, effective June 18, 2004.

Donald J. Deutsch, W'79, is Chairman and Chief Executive Officer of Deutsch, Inc. Mr. Deutsch's firm helped revamp the University's branding and website on a pro bono basis. Deutsch's other clients include Tommy Hilfiger, Bank One, Mitsubishi Motors, Revlon, DirecTV, Coors, Snapple, Novartis, Bank of America, and MCI. Deutsch, Inc. was founded by Mr. Deutsch's father, David Deutsch, in 1969. The multi-award-winning agency was sold to Interpublic Group in 2000. In September 2003, Mr. Deutsch formed a partnership with Open City Films, a New York production company, to produce independent films through a new venture called Deutsch Open City. Mr. Deutsch is a member of the American Association of Advertising Agencies and served as its Director-At-Large from 2000 to 2003. He is also a member of the American Advertising Federation.

Betsy Schur Levy, C'80, has been a psychological consultant at the 92nd Street Y Nursery School in New York since 1996. Ms. Levy also has a private clinical psychology practice in New York. Together with B.A. Farber, Ms. Levy is the author of *Clinical Implications of Adolescent Introspection Psychotherapy*, published in 1996. Her other papers include "Clinical Implications of Introspection and Narcissism in Adolescents" and "The Ninety-Second Annual Convention of the American Psychological Association." Ms. Levy serves on the Executive Committee of the American Psychological Association and on the board of the Mt. Sinai Children's Center Foundation. At Penn, she is a member of the Trustees Council of Penn Women, and former co-Chair of its Student Life and Executive committees. Ms. Levy was recently named the 25th Reunion Gift Chair for the Class of 1980.

M. Claire Lomax, C'84, is Chief Legal Counsel for the Lomax Companies, a group of companies involved with the provision of health care and social services. The Lomax Companies owns and operates the following business entities: Lomax Health Services, Correctional Healthcare Solutions, Inc., Lomax Partnership, and Levas, Inc. Ms. Lomax also serves as Chief Executive Officer of Say Yes to Health, Inc., a non-profit health education service provider. She is also Chief Executive Officer of the Lomax Family Foundation, established in 2003. Ms. Lomax serves on the board of the African American Museum in Philadelphia, and is the immediate past president of the Women Lawyers Division of the National Bar Association, Philadelphia Chapter. At Penn, Ms. Lomax is co-Chair of the James Brister Society, and a member of the Penn Alumni Board of Directors and of the Trustees' Council of Penn Women.

William A. Meyer, W'71, is Chairman of Meyer-Jabara Hotels, with offices in Danbury, CT, and West Palm Beach, FL. The company's portfolio includes 28 hotels in 13 states, operating under licenses from Marriott, Hilton, Sheraton, Holiday Inn and Hampton Inn. In 1997, Mr. Meyer became Chairman of Cooperative Retirement Services of America, Inc., a senior housing firm providing management, development and marketing services to 20 continuing care retirement communities across the country. Mr. Meyer currently serves as Chairman of the Investment Committee of Quantum Foundation, the fifth largest charitable foundation in Florida. He also serves on the Executive Committee of the Arthur Meyer Jewish Academy, a K-8 grade private school, and on the Board of Trustees of the Kravis Center for the Performing Arts in West Palm Beach. At Penn, Mr. Meyer serves as a member of the School of Social Work's Dean's Advisory Council.

Bruce L. Newberg, W'79, serves as President of Davidow & Newberg, a privately owned venture capital firm based in Los Angeles. Following his graduation from Penn, Mr. Newberg joined Drexel Burnham Lambert Group, Inc., leaving the firm in 1987 to pursue his private investments. Mr. Newberg is Director, co-Treasurer, and a member of the Executive Committee for the Los Angeles-based youth organization, "A Place Called Home," an after-school program for at-risk youth. Mr. Newberg is also involved in "Portraits of Hope," a non-profit organization which develops creative projects that merge the healing arts with public art for children and adults experiencing serious illness, and other adversity or trauma.

**Resolution to Appoint Ronald L. Allen and Dalip Pathak
to the Board of Overseers of the School of Arts and Sciences**

RESOLVED, that Ronald L. Allen and Dalip Pathak be appointed to the Board of Overseers of the School of Arts and Sciences for three-year terms, effective June 18, 2004.

Ronald L. Allen, C'79, G'01, is an NBC News correspondent based in New York, contributing regularly to NBC News and MSNBC. Mr. Allen recently returned to the United States after many years based in London, covering stories across Europe, the Middle East, Africa and Central Asia. During more than 20 years of journalism, including a decade abroad, Mr. Allen has been a correspondent for reporting teams that have won numerous awards, including six Overseas Press Club Awards, four Emmys, two Robert F. Kennedy Awards, and a George Foster Peabody Award. Most recently his broadcasts have included "NBC Nightly News with Tom Brokaw," "Today" and MSNBC reporting from assignments in Iraq, Pakistan, Afghanistan, Israel, Palestine, Belgrade, and Kosovo. Prior to joining NBC, Mr. Allen was based in London as a correspondent for ABC News. Mr. Allen began his career in 1980 at CBS News in New York where he was a desk assistant for the network radio news staff, later becoming a general assignment correspondent covering the White House and the Pentagon.

Dalip Pathak, WG'78, is a Partner with Warburg Pincus, LLC. Since September 2002, Mr. Pathak has served as Managing Director of the Warburg Pincus London office and supervises the firm's investment activities in Europe and India. He is a member of Warburg Pincus' Executive Management Group, which oversees the firm's global investment activities. Prior to his current position, Mr. Pathak served as Partner and Managing Director of Warburg Pincus's operations in Southeast Asia. Before joining the firm in 1994, Mr. Pathak was Chief of Mission of the International Finance Corporation (World Bank Group) in Thailand. He serves as director of Nicholas Piramal India, Ltd., and Bharti Tele-Ventures, Ltd. Mr. Pathak has previously served on the advisory boards of India Venture 2000 and Venture Infotek Ltd. He received Bachelor of Arts and a Masters in Economics degrees from Delhi University. Mr. Pathak is a member of the International Advisory Board of the Center for the Advanced Study of India.

**Resolution to Appoint Washburn S. Oberwager
to the Board of Trustees of the University of Pennsylvania Press**

RESOLVED, that Washburn Oberwager be appointed to the Board of Trustees of the University of Pennsylvania Press for a three-year term, effective June 18, 2004.

Washburn Oberwager, WG'73, is Chairman and Chief Executive Officer of Scovill Holdings, Inc., which owns Scovill Fasteners, a company that has manufactured fasteners for both apparel and industrial uses since 1802. Mr. Oberwager acquired Scovill in 1997. From 1987 to 1999, he was Chief Executive Officer and co-owner of Western Sky Industries, Inc. Mr. Oberwager is currently a director at Marlton Technologies, Inc., a manufacturer of exhibits, displays, and store fixtures for trade shows, theaters, retailers, museums and theme parks. Mr. Oberwager received a BSE from Syracuse University. He is co-author, with James C. Hutson-Wiley, of the mystery novel *The Piedmont Conspiracy*.

**Resolution to Appoint Gail P. Riepe
to the Board of Overseers of the School of Veterinary Medicine**

RESOLVED, that Gail P. Riepe be appointed to the Board of Overseers of the School of Veterinary Medicine for a three-year term, effective June 18, 2004.

Gail P. Riepe, CW'68, is a lifelong equestrian and lover of animals. After starting out as a commercial banker in Philadelphia, Mrs. Riepe started her own handicraft and herb business. She has been a community volunteer in both Philadelphia and Baltimore, serving as a board member of the Baltimore Zoo, and also holding officerships in various other non-profit organizations. Mrs. Riepe has headed a number of major fundraising events for various Baltimore cultural institutions and schools. She is also a trustee of the James S. and Gail P. Riepe Charitable Foundation. At Penn, Mrs. Riepe has been a fundraising volunteer for the Nursing School since 2003. She served on the Gift Committee for the Class of 1968's 25th Reunion and was a member of the 125 Years of Women at Penn Committee in 2001. Together with her husband James S. Riepe, W'65, WG'67, Mrs. Riepe has endowed undergraduate scholarships at Penn.

Resolution to Appoint Dr. William O. Baker and John P. Mulrone y as Emeritus Overseers of the School of Engineering and Applied Science

RESOLVED, that Dr. William O. Baker and John P. Mulrone y be appointed as Emeritus Overseers of the School of Engineering and Applied Science, effective June 18, 2004.

Dr. William O. Baker, HON'74, is Retired Chairman of Lucent Technologies. He joined the School of Engineering and Applied Science Board of Overseers in 1975 and has served with distinction for eleven continuous terms.

John P. Mulrone y, CHE'57, GCH'59, is Executive Director of the Opera Company of Philadelphia. He has served eight terms on the SEAS Board of Overseers. Mr. Mulrone y was a University Trustee from 1986 to 1995. He received the Penn Alumni Award of Merit in 2002.

**Resolution to Reappoint Wendy Evans Joseph, FAIA, as Chair of the
Board of Overseers of the School of Design**

RESOLVED, that Wendy Evans Joseph, FAIA, be reappointed as Chair of the Board of Overseers of the School of Design for a three-year term, effective June 18, 2004.

Wendy Evans Joseph, FAIA, C ' 77, is President of Wendy Evans Joseph Architecture, the architectural and planning practice she founded in 1993. Formerly, Ms. Joseph was a Senior Associate of Pei Cobb Freed & Partners. She played a significant role in the design of the United States Holocaust Museum in Washington, DC. Recent projects include the Women's Museum: An Institute for the Future for Women's Resources in Dallas and a long-span pedestrian bridge over East 63^d Street in New York City for Rockefeller University. Ms. Joseph is Vice President of the Architectural League of New York, a member of the Design Council of the Museum of Modern Art, and is immediate past Chairman of the American Institute of Architects National Committee on Design. She also sits on the boards of the American Ballet Theater and the Second Stage Theater. She is a member of the Rockefeller University Executive Council, Secretary of the Board of Overseers of the American Academy in Rome, and a member of the Visiting Committee at Harvard's Graduate School of Design. At Penn, Ms. Joseph has been a University Trustee since 2002. She is on the Trustee Facilities and Campus Planning, the Neighborhood Initiative, and the the Honorary Degrees Committees. Ms. Joseph is a trustee liaison to Penn's Design Review Committee. Ms. Joseph has served as Chair of the School of Design Board of Overseers since 2000, having joined the Board in 1992.

**Resolution to Reappoint Mitchell I. Quain as Chair of the
Board of Overseers of the School of Engineering and Applied Science**

RESOLVED, that Mitchell I. Quain be reappointed as Chair of the Board of Overseers of the School of Engineering and Applied Science for a three-year term, effective June 18, 2004.

Mitchell I. Quain, EE'73, is Chairman of Register.com. Prior to this, Mr. Quain was Vice Chairman at ABN AMRO. Mr. Quain also served as Executive Vice President and a member of the Board of Directors of Furman Selz LLC, Managing Director of Wertheim Schroder & Company, Inc., and Senior Vice President in charge of venture capital at Prudential Bache. A Chartered Financial Analyst, Mr. Quain was former President of the Machinery Analysts of New York. He serves on the boards of directors of the publicly traded companies, Register.com, Magnetek, Inc., Mechanical Dynamics Strategic Distribution, and Titan International. Mr. Quain serves on the Board of Trustees of Curry College in Milton, MA. At Penn, Mr. Quain has been a University Trustee since 1998. He currently serves on the Trustees' Audit & Compliance, Budget & Finance, and Development Committees. Mr. Quain has also served as Chair of the School of Engineering and Applied Science Board of Overseers since 1998, having joined the Board in 1997. He serves on the Penn Medicine Board and its Executive Committee.

**Resolution to Reappoint Judith Roth Berkowitz as Chair of the
Board of Overseers of the Graduate School of Education**

RESOLVED, that Judith Roth Berkowitz be reappointed as Chair of the Board of Overseers of the Graduate School of Education for a three-year term, effective June 18, 2004.

Judith Roth Berkowitz, CW '64, is President of Jarby, Inc, a buying office for women's fashions, which she founded in 1984. Previously, she was co-Founder and President of Whodunnit Fashions, a multi-line office representing American designers. In New York, Ms. Berkowitz chairs the board of the Center for Educational Innovation, a catalytic education group which works to transform New York City public schools into independent centers of learning. She is also a Trustee of Dance On, an educational project for the dancers of the New York City Ballet and Rockefeller University. At Penn, Ms. Berkowitz has served as Chair of the Board of Overseers of the Graduate School of Education since 1998, having joined the Board in 1995. She served as a University Trustee from 1992 to 2002. Ms. Berkowitz was a founding member and past Chair of the Trustees' Council of Penn Women, past co-Chair of the Council's Student Life Committee, past co-Chair of the James Brister Society, and member of the Program Committee of the Penn Club of New York. Ms. Berkowitz was Chair of the 125 Years of Women at Penn celebration in 2001 and is a member of the Alumni Advisory Committee of the Women's Studies Program in the College of Arts and Sciences.

Resolution to Reappoint **Paul S. Levy, Esq., as Chair** of the
Board of Overseers of the Law School

RESOLVED, that Paul S. Levy, Esq., be reappointed as Chair of the Board of Overseers of the Law School for a three-year term, effective June 18, 2004.

Paul S. Levy, Esq., L'72, is a General Partner of Joseph, Littlejohn & Levy, which manages two investment partnerships that focus on restructuring opportunities and consolidating industries. Prior to forming JLL in 1988, Mr. Levy was a Managing Director at Drexel Burnham Lambert where he led its restructuring group. Upon graduating from Penn Law School, Mr. Levy practiced corporate and securities law with Stroock & Stroock & Lavan in New York. He is also Chairman of Fairfield Manufacturing Co. and serves as a director of AdvancePCS, Builders FirstSource, New World Pasta, Hayes Lemmerz International, Inc., Motor Coach Industries, and IASIS Healthcare. He is a member of the Board of Trustees of the Jewish Museum of New York. Mr. Levy graduated from Lehigh University prior to receiving his JD from the Penn Law School. At Penn, Mr. Levy has been a University Trustee since 2002. He currently serves on the Trustees' Academic Policy and Student Life Committees. He has also served as Chair of the Board of Overseers of the Law School since 2001, having joined the Board in 1996. He is a member of the Advisory Board for the Institute of Law and Economics.

**Resolution to Reappoint Katherine S. Sachs as Chair of the
Board of Overseers of the Institute of Contemporary Art**

RESOLVED, that Katherine S. Sachs be reappointed as Chair of the Board of Overseers of the Institute of Contemporary Art for a three-year term, effective June 18, 2004.

Katherine S. Sachs, CW'69, is a Research Coordinator, Special Exhibitions, in the European Painting Department at the Philadelphia Museum of Art. Ms. Sachs serves on the Contemporary Collector's Committee of the Harvard University Art Museum and the Tate International Council. She also chairs the Board of Governors of Yeshiva University's Ferkauf Graduate School of Psychology. At Penn, Ms. Sachs has been a University Trustee since January 2004. She has also served as the Institute of Contemporary Art Board Chair since 1998, having joined the Board in 1996. She chaired the ICA Endowment Campaign in 1997 and co-chaired the ICA Benefit Gala in 1991 and 1999. Mrs. Sachs was influential in founding Penn's Arts Day, bringing together the volunteer leadership of relevant schools and centers to promote arts and culture at Penn.

Resolution to Appoint Susan Block Casdin, Paul Farmer, **John T. Livingston**, Marc H. Morial, Esq., Lawrence C. Nussdorf, Esq., Philip Pilevsky, Richard P. Richman, Alice M. Rivlin, and Richard Roberts to the Advisory **Board** of the Institute of Urban Research

RESOLVED, that Susan Block Casdin, Paul Farmer, John T. Livingston, Marc H. Mortal, Lawrence C. Nussdorf, Esq., Philip Pilevsky, Richard P. Richman, Alice M. Rivlin, and Richard Roberts be appointed to the Advisory Board of the Institute of Urban Research for three-year terms, effective June 18, 2004.

Susan Block Casdin, C'93, is former Senior Director of Business Development for Bertelsmann, Inc., the German media company. Ms. Casdin is Founder and co-Chair of the Committee for the Hassenfeld Center for Pediatric Oncology and Blood Disorders at New York University Medical School. She is also a member of the Executive Committee of the Contemporaries of the Whitney Museum of American Art; a member of the New Leadership Group of the Jerusalem Foundation; and a member of Global Leaders for Tomorrow of the World Economic Forum. She is a graduate of Harvard Business School.

Paul Farmer is Executive Director and Chief Executive Officer of the American Planning Association (APA) and the American Institute of Certified Planners (AICP). Prior to serving with the APA, Mr. Farmer was Executive Director of the Department of Planning and Development in Eugene, Oregon and, prior to that, was Director of the Minneapolis Department of City Planning, where he worked with the Minneapolis Planning Commission to rebuild the city's planning department and make innovative changes. Prior to working in Minneapolis, Mr. Farmer was Pittsburgh's Deputy Planning Director. During this time he worked on a broad spectrum of planning topics, including affordable housing, transportation, historic preservation, economic development, downtown revitalization, and zoning codes. He has also taught planning at several universities. Mr. Farmer has a bachelor's degree in architecture from Rice University and a master's degree in city and regional planning from Cornell. Among his many honors and awards, Mr. Farmer received a Design Excellence Award from the National Endowment for the Arts and a research award from Progressive Architecture. He also was a Hayden Fellow in Architecture and a Baker Distinguished Student Fellow at Rice University and a Richard King Mellon Fellow at Cornell.

John T. Livingston, C'75, is President and Chief Operating Officer of Tishman Urban Development Corporation, an operating unit of the Tishman organization responsible for real estate development projects, joint venture opportunities, and design/build contracts. While at Tishman, Mr. Livingston has been responsible for a number of notable projects in New York, including the redevelopment of Penn Station, the restoration of the New

Amsterdam Theatre on 42nd Street for the Disney Development Company, and the development of the 870,000-square-foot multi-use E Walk project on 42nd Street. Prior to joining Tishman, Mr. Livingston was a partner of the Linpro Company, overseeing development in New York and Connecticut, and before that was Executive Vice President of Commercial Development with the New York City Public Development Corporation.

Marc H. Morial, Esq., C'80, has been President and Chief Executive Officer of the National Urban League since 2003. Mr. Morial served two distinguished four-year terms as Mayor of New Orleans from 1994 to 2002. He also served as President of the United States Conference of Mayors in 2001 and 2002. Mr. Morial also served two years in the Louisiana State Senate, where he was recognized as Conservationist Senator of the Year, Education Senator of the Year and Legislative Rookie of the Year for his accomplishments. Prior to his elected service, he was a lawyer in private practice, involved in many high-profile and noteworthy cases, for which the Louisiana Bar Association honored him in 1988 with its Pro Bono Publico Award. He holds a Law Degree from the Georgetown University Law Center.

Lawrence C. Nussdorf, Esq., W'68, is President and Chief Operating Officer of Clark Enterprises, Inc., a holding company based in Bethesda, Maryland, that is the ownership, investment, and asset-management arm of the various Clark entities. Clark is one of the largest privately held companies in the country, with particular interests in construction, technology development, real estate, and private equities. Mr. Nussdorf is also Vice President and Treasurer of the Clark Construction Group, Inc., the nation's largest privately owned building contractor. He is also a director of Clark Enterprises, Inc.; the Clark Construction Group, Inc.; and Clark Realty Capital, LLC. He received his bachelor's degree in economics from the Wharton School, a law degree from Rutgers School of Law, and a Master of (Tax) Law from Georgetown University Law Center. He is a member of the DC Bar and a Certified Public Accountant. Mr. Nussdorf is a director of the Potomac Electric Company and serves on the executive boards of the Washington Scholarship Fund and the Anti-Defamation League (DC Chapter). He also serves on the boards of the Buttonwood Focus Group and the Cambridge Technology Group. At Penn, Mr. Nussdorf is Vice Chair of the Board of Overseers of the Graduate School of Education. He is a current member and former President of the University's Middle Atlantic Regional Advisory Board, member of the Advisory Board of the Wharton Club of Washington, DC, and former Penn Alumni Vice President for Governance.

Philip Pilevsky is President and sole owner of Philips International, a preeminent real estate development company with headquarters in New York City. Mr. Pilevsky was instrumental in the development of Studio 54 and the Paramount Hotel. His current projects include the Bryant Park Hotel. Mr. Pilevsky further serves as Adjunct Associate Professor of real estate at New York University and is the author of *Captive Continent: the Stockholm Syndrome in European-Soviet Relations*.

Richard P. Richman is President and Founder of the Richman Group, Inc., a privately owned real estate company based in Greenwich, CT. Over the last quarter century, the

Richman Group has grown into one of the nation's largest residential property owners. The Richman Group serves communities in 47 states and is an integrated firm active in all aspects of the real estate industry, including investment banking, development, property management and asset management. Mr. Richman received a bachelor's degree in political science from Syracuse University. He received a law degree from Columbia Law School and a Master of Business Administration degree from Columbia Business School.

Alice M. Rivlin is a Visiting Professor at the Public Policy Institute of Georgetown University and a Senior Fellow in the Economic Studies program at the Brookings Institution, which she formerly served as Director. She is currently the Director of the Greater Washington Research Program at Brookings. Ms. Rivlin is a member of the boards of directors of Bearing Point and the Washington Post Company. Before returning to Brookings, Ms. Rivlin served as Vice Chair of the Federal Reserve Board from 1996 to 1999. She was Director of the White House Office of Management and Budget from 1994 to 1996, and Deputy Director from 1993 to 1994. Ms. Rivlin was the founding Director of the Congressional Budget Office. She also served at the Department of Health, Education and Welfare as Assistant Secretary for Planning and Evaluation. Ms. Rivlin received a MacArthur Foundation Fellowship in 1983 and has taught at Harvard, George Mason University, and the New School. She is the former President of the American Economic Association.

Richard Roberts is a Managing Director of Goldman, Sachs and Company where he directs the Urban Investment Group, a private equity *effort* designed to expand economic opportunities around the country. Mr. Roberts served three years as Chairman of the Board of the New York City Health and Hospitals Corporation, the largest public hospital system in the United States. Mr. Roberts was also the Commissioner of the New York City Department of Housing Preservation and Development, the nation's largest combined municipal affordable housing and community development agency from 1997 to 2000. As an assistant to Mayor Giuliani from 1994-1995, he oversaw major policy initiatives including inner-city economic development, public housing and education policy. Mr. Roberts is responsible for substantially advancing the Alliance for Neighborhood Commerce, Home Ownership and Revitalization, a program designed to increase home ownership and local commercial development in distressed city neighborhoods. Mr. Roberts is Associate Adjunct Professor at the Robert F. Wagner Graduate School of Public Service at New York University. Mr. Roberts holds a law degree from Yale University.

**Resolution to Appoint Ernest R. Shapiro and Susan Sullivan to the Board of
Managers of the Wistar Institute**

RESOLVED, that Ernest R. Shapiro and Susan Sullivan, duly nominated for membership by action of the Board of Managers of the Wistar Institute at their quarterly meeting on Friday, March 26, 2004, be appointed on an interim basis for the period from June 20, 2004, to the 2005 annual election of the Board of Managers.