

**ROSWELL PARK CANCER INSTITUTE CORPORATION
BOARD OF DIRECTORS**

A meeting of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Thursday, December 13, 2018 at 12:00 pm in the Gaylord Cary Conference Room.

Present: Michael L. Joseph, Chairman, Presiding
Gregory Daniel, MD
Linda A. Dobmeier
Leecia Eve, Esq. (phone)
Donna Gioia
Hon. Salvatore R. Martoche, Esq. (phone)
Gail Mitchell, Esq.
Elyse NeMoyer
R. Buford Sears
Dennis Szefel
Gregory Young, MD (designee for Dr. Zucker) (phone)
Candace S. Johnson, PhD, President & CEO

Excused: Anne D. Gioia
Kenneth A. Manning, Esq.
Steven Weiss, Esq.
Howard Zucker, MD, New York State Commissioner of Health

**Present by
Invitation:** Holly Bowser, Vice President of Organizational Performance Improvement
Laurel DiBrog, Chief Marketing and Communication Officer
Betsy Doty-Lampson, Board Administrator
Errol Douglas, Vice President of Human Resources
Amy Dunn Kirkpatrick, Esq., Senior Counsel for Risk Management
Cindy Eller, Chief Development Officer
Marc Ernstoff, MD Chair, DOM and SVP for Clinical Investigation
Ann Marie Gibney, Executive Office Administrator
Pamela D. Giesie, MSN, RN, Chief Nursing Officer
Leah M. Halton Pope, Director, Government & Community Relations
Shirley Johnson, BSN, RN, MSN, Chief Nursing Officer
Laura Krolczyk, Vice President of External Affairs
Boris Kuvshinoff, MD, Chief Medical Officer
Gregory A. McDonald, Chief Financial Officer
Adekunle Odunsi, MD, PhD, Deputy Director & Chair of Gyn Onc
Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach
David C. Scott, Director, Diversity & Inclusion
Michael B. Sexton, Esq., Chief Administrative Officer,
General Counsel and Corporate Secretary
Therese L. Wareham, Managing Director & CEO, Kaufman Hall

I. CHAIRMAN'S OPENING REMARKS

Mr. Joseph welcomed everyone to the meeting.

II. MINUTES

Mr. Joseph called for approval of the minutes from the August 30, 2018 Board meeting and the October 31, 2018 Special Board meeting. *The minutes of the August 30 and October 31, 2018 meetings were, on motion by Mr. Sears, seconded by Ms. Mitchell, unanimously approved.*

Mr. Manning made a motion, seconded by Ms. NeMoyer, to move the meeting proceed to Executive Session for the purposes of receiving a report from the Chief Executive Officer regarding job restructuring in the Executive team.

Executive session closed, and at that point, all other attendees were invited back into the meeting.

Mr. Manning made a motion, seconded by Ms. Nemoyer, to move the meeting to Executive Session for the purposes of reports on Business Development, fundraising initiatives, litigation, Institute Operations, government relations, clinical matters, marketing and a recommendation from the Finance Committee regarding Omniseq.

IV. LEADERSHIP REPORT

Omniseq, Inc.

Mr. Sears advised that the Finance Committee had received a report the previous day on a proposed financial restructuring of Omniseq, Inc. Mr. Joseph also made comments indicating his belief that this proposal presented an opportunity for Roswell Park to recover its invested funds in Omniseq.

Mr. Sears provided a summary of the potential transaction with Omniseq. Mr. Sexton read a resolution with regard to this transaction. *A motion was made by Ms. Mitchell to approve the resolution, which was seconded by Ms. Dobmeier. Mr. Sears and Dr. Johnson abstained.*

NCI CCSG GRANT

Dr. Johnson asked that all board members review the NCI Summary Statement. She stated that the CCSG team did an excellent job and that Roswell Park did extremely well on this renewal. Dr. Johnson also announced the following promotions: Dr. Ermelinda Bonaccio to Chair of Diagnostic Radiology, Pamela Giesie to Chief Nursing Officer and new hire Thomas Furlani, Chief Information Officer. Mr. Sexton also informed the Board that Adam Rosen had been selected as Chief Information Security Officer.

Diversity Forum Video

A video was presented of a Diversity Forum held earlier in the month. After review of the video, Dr. Johnson thanked David Scott, Roswell's Director of Diversity and Inclusion, for the excellent work he does for Roswell Park.

Development Update

Ms. Eller provided a Development update. *Charity Navigator* recognized Roswell Park Alliance Foundation as a 4-star rated charity. Ms. Eller provided an update on the strategic goals of the foundation, and provided highlights of the various events that have taken place to raise funds.

Chief Medical Officer's Update

Dr. Kuvshinoff provided information about a new Peer-Review committee that would rectify deficiencies in the peer review process and bring the Medical Staff Peer Review compliant with statutory requirements and regulatory standards. *A motion was made by Mr. Sears to approve the formation of a Medical Staff Peer Review Committee to meet monthly with 12 voting members of the medical staff, and to adopt a corresponding Medical Staff Bylaw amendment to that effect, which was seconded by Mr. Szeffel and unanimously carried.*

Dr. Kuvshinoff also spoke about the strategic plan to expand the capabilities of the Advanced Practice Providers (APP), to improve patient access to care. *A motion was made by Mr. Szeffel to approve the Rules and Regulations - 6.9 Medication and PRN Orders, which was seconded by Ms. Dobmeier, and unanimously carried.*

Business Development Update

Ms. Wareham provided an update on the strategic plan. She outlined what Roswell Park needs to do to be successful. Dr. Schwaab provided an update on business development activities in the Northtowns and Southtowns.

Ambulatory Update

Informational only.

Government Relations Update

Informational only.

Marketing Update

Informational only.

V. LITIGATION/INSTITUTE OPERATIONS REPORT

Litigation Report

Informational only.

Policy & Procedures Committee Report

Informational only.

Bank Resolutions

Mr. Sexton reviewed several banking resolutions required to correspond to new executive placements. Mr. Sexton advised the board that he needed to update the bank resolutions to add Shirley Johnson and remove Victor Filadora. There being no questions, Mr. Sexton asked for approval of the resolutions.

On motion by Ms. NeMoyer, seconded by Ms. Donna Gioia, the Blanket Bank Resolution was unanimously approved.

On motion by Ms. NeMoyer, seconded by Mr. Szefel, the Wilmington Bank resolution was unanimously approved.

On motion by Ms. Mitchell, seconded by Ms. Donna Gioia, the HSBC Bank resolution was unanimously approved.

These resolutions were ordered annexed to the minutes.

Mr. Sexton then called for approval of new contract signatories, also to account for the change in officer identities. *On motion by Ms. Dobmeier, seconded by Ms. Donna Gioia, the following Resolution for Contract Signatures was unanimously approved.*

2019 Board & Committee Meetings

Informational only.

A motion was made by Dr. Daniel and seconded by Ms. NeMoyer to return to Open Session, which was unanimously approved.

VI. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

The following contracts were, upon recommendation of the Finance Committee, approved:

Substation

On motion by Mr. Szefel, seconded by Ms. Mitchell, the contract for the substation reconstruction was unanimously approved.

Linen Contract

On motion by Ms. Dobmeier, seconded by Ms. NeMoyer, the linen supply contract was unanimously approved.

Staff Augmentation

On motion by Ms. Mitchell, seconded by Mr. Szefel, the staff augmentation contracts were unanimously approved.

Blood Product Suppliers

On motion by Ms. NeMoyer, seconded by Dr. Daniel, the blood product suppliers contracts were unanimously approved.

Temporary Professional Nurse

On motion by Ms. NeMoyer, seconded by Ms. Mitchell, the temporary professional nurse staffing services contract was unanimously approved.

VII. SINGLE/SOLE SOURCE

Sole source approval was given after evaluation of submitted justifications for the following procurements:

MIPS

On motion by Ms. Dobmeier, seconded by Ms. NeMoyer, the MIPS single source was unanimously approved.

Cirius Extension

On motion by Ms. Mitchell, seconded by Dr. Daniel, the Cirius extension sole source was unanimously approved.

Invision Extension

On motion by Ms. NeMoyer, seconded by Ms. Mitchell, the Invision Extension single source was unanimously approved.

VIII. 2ND QUARTER COMBINED FINANCIAL

Mr. McDonald reviewed the second quarter financial results. *On motion by Ms. NeMoyer, seconded by Mr. Sears, the 2nd Quarter Financial Statements were unanimously approved.*

IX. FY20 BUDGET SUBMISSION TO NYS ABO

Mr. McDonald reviewed the FY 2020 NYS ABO budget submission, and compared it to the Corporate budget to be approved in March, 2019. *The FY20 Budget submission to NYS ABO was, on motion by Mr. Szeffel, seconded by Mr. Sears, unanimously approved.*

X. 2ND QUARTER INVESTMENT ACTIVITY

Mr. McDonald reviewed the investment results for the second quarter. *The 2nd quarter investment report was, on motion by Mr. Szeffel, seconded by Ms. NeMoyer, approved. Ms. Donna Gioia and Mr. Sears abstained.*

XI. AUDIT REPORT

Mr. Szeffel advised that Freed Maxick will continue as Roswell Park's outside audit firm.

XII. GOVERNANCE REPORT

2019 Committee Structure Changes

Ms. Donna Gioia reviewed the 2019 committee structure changes. The committee assignments were evaluated and recommended by the Governance Committee, and based upon that Committee's recommendations, the following Committee assignments were proposed.

Proposed 2019 Board & Committee Members

Board Members	Governance	Finance	Compensation	Business Development
Michael Joseph - Chair Linda Dobmeier Anne Gioia Donna Gioia Kenneth Manning Judge Salvatore Martoche Gail Mitchell Elyse NeMoyer Gregory Daniel, MD Buford Sears Dennis Szeffel Steven Weiss Howard Zucker Leecia Eve Candace Johnson, PhD	Donna Gioia - Chair Anne Gioia Linda Dobmeier Michael Joseph Dennis Szeffel Elyse NeMoyer Salvatore Martoche	Buford Sears - Chair Michael Joseph Steve Weiss Kenneth Manning Dennis Szeffel Elyse NeMoyer	Buford Sears - Chair Donna Gioia Michael Joseph Gail Mitchell Anne Gioia	Michael Joseph Linda Dobmeier Kenneth Manning R. Buford Sears Dennis Szeffel Steve Weiss
Legal	Tech Transfer	Corporate Compliance		QI Committee
Gail Mitchell, Chair	Nora Sullivan – Chair*	Linda Dobmeier, Chair		Anne Gioia

Steve Weiss Gregory Daniel Ken Manning Leecia Eve	June Hoefflich Michael Joseph Noah Rifkin Buford Sears Ken Manning Joseph Dunn Greg Daniel Salvatore Martoche	Dennis Szefel Donna Gioia Linda Dobmeier Kenneth Manning Elyse NeMoyer Judge Martoche Gregory Daniel, MD Leecia Eve Steve Weiss	Donna Gioia Elyse NeMoyer Judge Martoche Linda Dobmeier Gail Mitchell
IT		Audit	Board Credentials
Kenneth Manning - Chair Chris Lorenz Shaun Stoltz Inder Koul Elyse NeMoyer Gregory Daniel, MD Chuck Fried Genevieve Schimpfle Gail Mitchell		Dennis Szefel, Chair Michael Joseph Gail Mitchell Anne Gioia Frank Ewing Mark Kercher Elyse NeMoyer Leecia Eve Linda Dobmeier	Linda Dobmeier - Chair Steve Weiss Elyse NeMoyer

Yearly Review of Succession Plan

The CEO Succession Plan was reviewed, with no changes. *The succession plan was, on motion by Ms. NeMoyer, seconded by Mr. Sears approved.*

XIII. IT UPDATE

Dr. Johnson advised that the CIO position has been filled. Thomas Furlani will start in January, 2019. The Chief Information Security Officer position has been filled by Adam Rosen, who was the interim chief.

XIV. MEDICAL STAFF REPORT

Informational only.

XV. NURSING REPORT

Informational only.

XVI. CLINICAL OPERATIONS REPORT

Informational only.

There being no further business, a motion was made for adjournment by Mr. Sears, seconded by Dr. Daniel and was unanimously carried.


Michael B. Sexton, Secretary

Bank Resolutions

RESOLUTION

RESOLVED: That the signatory Bank below (the "Bank") be, and hereby is, designated a depository of funds of Roswell Park Cancer Institute Corporation (the "Depositor"), with authority to accept at any time for the credit of the Depositor deposits in checking, savings, money market savings, term or any other account, by whomsoever made in whatever manner endorsed; and

RESOLVED: That the Bank shall not be liable in connection with the collection of such items that are handled by the Bank without negligence; and

RESOLVED: That the Depositor assumes full responsibility for and shall indemnify the Bank against all losses, liabilities and claims resulting from payments, withdrawals or orders made in accordance with, or from actions taken in good faith and in reliance upon, these Resolutions; and

Payment Orders

RESOLVED: That the Bank be, and hereby is, authorized and directed to certify, pay or otherwise honor all checks, drafts, notes, bills of exchanges, acceptances, undertakings and other instruments or orders for the payment, transfer or withdrawal of money for whatever purpose and to whomsoever payable when such instruments and orders are properly made, signed, or endorsed by the signature, the actual or purported facsimile signature or the oral direction of any one of the authorized signers below; and

RESOLVED: That any authorized signer acting alone be, and hereby is, authorized on behalf of the Depositor to endorse, negotiate and collect any and all checks, drafts, notes, bills of exchange, acceptances, undertakings and other instruments and to open and close and update information on any account of the Depositor at the Bank; and

Funds Transfers

RESOLVED: That any of the authorized signers below acting alone be, and hereby is, authorized on behalf of the Depositor to instruct, orally or by such other means as the Bank may make available to Depositor, the Bank to initiate the transfer of funds by wire, telex, automated clearinghouse, book entry, computer or such other means, and to execute agreements with the Bank for the transfer of funds from any of Depositor's accounts and to delegate from time to time to other persons the authority to initiate the transfer of funds from any such account; and

Additional Resolutions

RESOLVED: That the Bank may rely on any signature, endorsement or order and any facsimile signature or oral instruction reasonably believed by the Bank to be made by an authorized signer, and the Bank may act on any direction of an authorized signer without inquiry and without regard to the application of the proceeds thereof, provided that the Bank acts in good faith; and

RESOLVED: The Bank may rely on this document and on any certificate by an authorized representative of the Depositor as to the names and signatures of the authorized signers of the

Depositor until the Bank has actually received written notice of a change and has had a reasonable period of time to act on such notice; and

RESOLVED: That the Depositor agrees to notify the Bank promptly and in writing of any change in (a) these Resolutions, (b) the identity of persons authorized to sign, endorse or otherwise authorize payments, transfers or withdrawals, (c) ownership of the Depositor or the Depositor's legal structure or status, including the Depositor's dissolution or bankruptcy; and

RESOLVED: That any of the following named persons, holding the following offices of the Depositor be, and hereby are, designated at the authorized signers to act on behalf of the Depositor in accordance with the above resolutions:

DATED THIS 13th DAY OF DECEMBER 2018:

Candace Johnson, President and CEO
Candace.Johnson@RoswellPark.org
716-845-8300

Gregory A. McDonald, Chief Financial Officer
Greg.McDonald@RoswellPark.org
716-845-7181

Michael B. Sexton, Chief Administrative Officer
Michael.Sexton@RoswellPark.org
716-845-8717

Shirley A. Johnson, Chief Clinical Operations Officer
Shirley.Johnson@RoswellPark.org
716-845-3239

Boris Kuvshinoff, Chief Medical Officer
Boris.Kuvshinoff@RoswellPark.org
716-845-7724



CERTIFICATE OF AUTHORITY
for

I, Michael Sexton the duly appointed Chief Administrative Officer and General Counsel of Client (as defined below) authorized to certify the approved actions of Roswell Park Cancer Institute (the "Client"), a ☒ corporation ☐ general partnership ☐ limited partnership ☐ limited liability company ☐ sole proprietorship ☐ _____ organized or operating under the laws of _____, hereby certify that a meeting of Client's Board of Directors or other governing body (the "Board") duly called and held, or by unanimous written consent or other method provided by applicable law or governing document, the following resolutions were duly adopted and remain in full force and effect:

RESOLVED, that the Client hereby authorizes:

Title: President and CEO

Title: Chief Financial Officer

Title: Chief Administrative Officer and General Counsel

Title: Chief Medical Officer

Title: Chief Clinical Operations Officer

(each an "Authorized Officer" and collectively, the "Authorized Officers"), or any one of them, in the name and on behalf of the Client, to complete, execute and deliver to the Global Capital Markets division of M&T Bank or any subsidiary or affiliate thereof, including, but not limited to, Wilmington Trust, National Association (collectively, "M&T Bank") agreements in a form acceptable to such Authorized Officer for the provision of custody, escrow, trust, funds transfer, investment management and investment advisory services, including any amendments and agreements or other documents related thereto and to execute or effect transactions under and give notices, certifications and instructions with respect to such agreements, as such Authorized Officer deems necessary or appropriate from time to time; and it is further

RESOLVED, that Client hereby ratifies and confirms all actions taken by it prior to the date hereof in connection with such agreements executed and delivered to M&T Bank; and it is further

RESOLVED, that the Authorized Officers are, and each of them is, hereby authorized to designate from time to time the accounts subject to such agreements, and designate from time to time the individuals who may execute or effect transactions under and give notices, certifications and instructions with respect to such agreements, such individuals designated as "Authorized Representatives;" and it is further

RESOLVED, that M&T Bank be and hereby is authorized to rely on the actual or purported signatures of any of Client's Authorized Officers and Authorized Representatives. Until M&T Bank has actually received and had a reasonable time to act on written notice from Client revoking such authority; M&T Bank shall be entitled to rely on the authority granted herein; and it is further

RESOLVED, that Client shall defend, indemnify and hold M&T Bank harmless from and against all liabilities, costs, and expenses (including, but not limited to, attorneys' fees and disbursements) incurred by M&T Bank in connection with the honoring of any signature, instruction or action of any Authorized Officer or Authorized Representative, or the refusal to honor any signature, instruction or action of any person who is not an Authorized Officer or Authorized Representative of Client; and it is further

RESOLVED, that these resolutions supercede all prior resolutions on the subject to which they pertain, and shall remain in full force and effect and binding upon Client until M&T Bank has actually received and had a reasonable time to act on any subsequent Certificate of Authority; provided, that these resolutions are limited in application to the services specified herein provided by the Global Capital Markets division of M&T Bank and do not supercede or affect in any way the continuing validity of other resolutions provided to M&T Bank in regard to accounts that are serviced or services that are provided by any other division or department of M&T Bank, including but not limited to accounts and services provided by Commercial Deposit Services and Treasury Management Services.

IN WITNESS WHEREOF, I have executed this Certificate of Authority this ____ day of ____, ____.

Signature:

Name:

Title:

"Wilmington Trust" is a service mark encompassing the trust and investment business of M&T Bank and of some of M&T Bank's subsidiaries and affiliates, serving individual and institutional clients. The subsidiaries and affiliates include Wilmington Trust Company (operating only in Delaware), Wilmington Trust, N.A., Wilmington Trust Investment Advisors, Inc., and Wilmington Trust Investment Management LLC, as well as several other investment advisor affiliates. For additional information regarding the Wilmington Trust brand, underlying entities, or products and services offered, please visit our web site at www.wilmingtontrust.com.

Certified Copy of Corporate Board Resolutions

US Company Legal Name: Roswell Park Cancer Institute Corporation
("Corporation")

The undersigned hereby certifies that the following is a true copy of resolutions duly adopted by the Board of Directors at a meeting held on the date set forth below; that a quorum was present throughout such meeting; that such resolutions have not been rescinded or modified and are still in full force and effect; that neither the said resolutions nor any action taken or to be taken pursuant thereto are or will be in contravention of any provisions of the Certificate of Incorporation or the By-Laws of the Corporation. Resolved:

A. THAT the Corporation hereby designates HSBC Bank USA, N.A. (the "Bank") as a depository of the Corporation.

B. THAT the designated Authorized Individuals are authorized to exercise on behalf of the Corporation, subject to the Bank's terms and conditions governing commercial deposit accounts, Terms & Charges Disclosure and other ancillary terms, conditions and disclosures (if applicable), governmental laws and regulations governing checking, savings and other bank accounts and other banking transactions, as amended from time to time, all of the following powers:

C. THAT the designated Authorized Individuals are authorized on behalf of the corporation: (1) to agree to the Bank's terms and conditions governing commercial deposit accounts as amended from time to time; (2) to open and close accounts in the name of the Corporation; and (3) to act as or designate or remove Transactional Signers from time to time as the case may be as designated on a Business Deposit Account Agreement or other similar authorization documentation: (a) to sign Corporation checks, drafts or other orders with respect to any funds at any time(s) to the credit of the Corporation with the Bank and/or against any account(s) of the Corporation maintained at any time(s) with the Bank, inclusive of any checks, drafts or other orders; (b) to make withdrawals at any time of any such funds or from any such account(s) by any other means authorized by the Bank, including (without limitation) a debit card, a terminal or other device, or facility providing access to any such funds or account(s); and (c) to issue stop payment instructions with respect to any checks, drafts or other orders and reconciliation(s) of such account(s).

D. THAT any check drawn in the name of the Corporation may be signed with the facsimile signature(s) of any designated Transactional Signer and the Bank shall be entitled to charge any such check to the Corporation's account(s) regardless of by whom or by what means the actual or purported facsimile signature(s) may have been affixed, if such signature or signatures resemble the facsimile specimen(s) duly certified to or filed with the Bank.

E. THAT the designated Authorized Individuals may give instructions for transfer of funds by letter, or electronically by online Internet banking, (such as HSBCnet or another medium acceptable to the Bank), subject to the Bank's terms and conditions for such services. The designated Authorized Individuals may be authorized to delegate funds transfer authority to persons not named in these resolutions pursuant to the terms and conditions of the online Internet banking (or other electronic banking) services. The Corporation authorizes such delegation subject to the applicable terms and conditions for funds transfer services.

F. THAT the designated Authorized Individuals are hereby authorized to access any electronic signature platform used by the Bank from time to time, and to electronically execute for the Corporation via said platform, any bank or service agreement, or any document, mandate or instruction otherwise authorized under these Resolutions, and such electronic signature will have the same legal validity, enforceability and admissibility as would an original wet signature and shall legally bind the Corporation to the terms and conditions there

G. THAT the designated Authorized Individuals are hereby authorized on behalf of the Corporation to enter into any agreement relating to any general or specific transaction with the Bank, including wire transfer or automated fund transfer, cash management, electronic banking or other banking services, and designate agents of the Corporation thereunder; and in connection with any of the foregoing, on behalf of the Corporation, to deliver or receive papers or property, to make, withdraw or waive any demand; and to make, execute and deliver notes, obligations, guaranties, assignments, indemnities, agreements and without limitation, other instruments and property, as such Authorized Individuals acting pursuant to this authorization may in his or their discretion deem advisable.

H. THAT the designated Authorized Individuals may: (1) borrow money or obtain credit in the name of the Corporation from the Bank on any terms, and sign, execute and deliver any related agreement, promissory notes or other evidences of indebtedness on any terms in furtherance of such purpose; (2) apply for letters or other forms of credit; (3) pledge, mortgage, or otherwise create a security interest in or any other lien upon all or any of the property of the Corporation as security for any loan, credit or

REV October 2018

Certified Copy of Corporate Board Resolutions

accommodation from the Bank; (4) authorize or request the Bank to purchase, exchange, sell, receive, deliver or otherwise deal in or with bonds or other securities and foreign exchange for the account of the Corporation; and in connection with the foregoing, to deliver and receive papers or property, to make, execute and deliver notes, obligations, guaranties, endorsements, assignments, receipts, waivers, indemnities, agreements and without limitation, other instruments and property, as such Authorized Individuals, or any of them acting pursuant to this authorization may in his or their discretion deem advisable.

I. THAT the President, Secretary or any Assistant Secretary of the Corporation may certify to the Bank from time to time, the names of persons holding the titles of Authorized Individuals, where authorization is by title, together with specimen signatures, and the Bank may rely on such certifications. The Bank shall be fully protected in relying on any certification and shall be indemnified and held harmless from any loss, cost, damage, or expense resulting from or arising out of the honoring of any signatures so certified or the refusal to honor any signature not so certified. However, any changes to the Authorized Individuals listed above will require a new resolution submitted to the Bank.

J. THAT all transactions heretofore had on behalf of this Corporation with the Bank be and hereby are ratified, confirmed and approved and the Bank may rely upon these Resolutions and the Certificate of the Secretary or Assistant Secretary of this Corporation until written notice of their revocation has been received by the Bank in accordance with the notification provisions in the terms and conditions governing the Corporation's commercial deposit account(s).

Check one box below to indicate manner of signing

☐ Any One

☒ Any Two

Of the Authorized Individual(s) listed below is/are authorized in accordance with these Resolutions

Name	Signature	Title	Work Phone #
Candace Johnson		President and CEO	716-845-5772
Gregory McDonald		Chief Financial Officer	716-845-8569
Michael Sexton		Chief Administrative Officer and General Counsel	716-845-8717
Boris Kuvshinoff		Chief Medical Officer	716-845-7724
Shirley Johnson		Chief Clinical Operations Officer	716-845-3239

I certify that above are true copies of the Resolutions properly adopted by the Board of Directors of the Corporation, are in full force and effect, and have not since been amended or rescinded. The Bank may rely on these Resolutions until written notice of amendment or rescission has been received and the Bank has a reasonable opportunity to act on the notice.

Date of Board of Directors Meeting

Secretary Signature

Today's Date

Print Name

Whereas, Roswell Park Cancer Institute Corporation ("RPCI") on a regular basis negotiates and executes contracts for services, reimbursement of services, equipment, supply and other purchases, as well as for employment of staff and to memorialize other binding business relationships; and

Whereas, the Board of Directors must periodically authorize officers of RPCI to execute written contracts on behalf of the corporation.

Now, therefore, on motion duly made and seconded, the following resolution is approved effective December 13, 2018:

1. **Resolved**, that the following officer titles, and the incumbents from time to time occupying such titles, are hereby authorized to execute contracts on behalf of RPCI:

President and Chief Executive Officer
Deputy Director
Chief Financial Officer
Secretary
General Counsel
Chief Clinical Operations Officer
Chief Medical Officer