

EXHIBIT 13

WHEREAS, the Directors believe it to be advisable, generally to the advantage, for the benefit, and in the best interest of the Company that the following actions be taken: that the Second Amended and Restated Operating Agreement attached hereto as **Attachment A** be adopted, that the Directors' revised term dates as set forth in the "Proposal" column in the table in **Attachment B** (the "Board of Directors' Terms") be adopted, and that the individuals listed in **Attachment C** be appointed to the Nominations/Governance Committee; and

WHEREAS, the Directors have recommended that the sole member of the Company, UMSJ Health System, LLC (the "Member"), also approve the adoption of the Second Amended and Restated Operating Agreement and the Board of Directors' Terms, and the appointment of such individuals to the Nominations/Governance Committee.

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the Member:

1. The Second Amended and Restated Operating Agreement attached hereto as **Attachment A** is hereby adopted;
2. The revised Board of Directors' Terms attached hereto as **Attachment B** is hereby adopted; and
3. The individuals listed in **Attachment C** are hereby appointed to the Nominations/Governance Committee.

I, Scott Conover, do hereby certify that the foregoing resolution was duly adopted by the Board during its meeting on September 11, 2019, at which a quorum was present.



Assistant Secretary of Board of Directors

ATTACHMENT A
SECOND AMENDED AND RESTATED OPERATING AGREEMENT

(Attached)

UNIVERSITY OF MARYLAND ST. JOSEPH MEDICAL CENTER, LLC

SECOND AMENDED AND RESTATED OPERATING AGREEMENT

This Second Amended and Restated Operating Agreement (“**Agreement**”) of University of Maryland St. Joseph Medical Center, LLC (the “**Company**”), effective as of September 11, 2019, is entered into by the Company and UMSJ Health System, LLC, a Maryland limited liability company, as the sole member of the Company (the “**Member**”).

WHEREAS, the Company was formed as a limited liability company on April 25, 2012, by the filing of Articles of Organization with the Maryland State Department of Assessments and Taxation (“**SDAT**”) pursuant to and in accordance with the Maryland Limited Liability Company Act (as amended from time to time, the “**Act**”);

WHEREAS, the Company changed its name from “Northeastern Maryland Regional Health System, LLC” to “University of Maryland St. Joseph Medical Center, LLC” on August 1, 2012, by the filing of Articles of Amendment with the SDAT;

WHEREAS, the Member is a wholly-owned subsidiary of University of Maryland Medical System Corporation, a Maryland nonprofit corporation (“**UMMS**”) recognized as exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986 and the regulations thereunder as they now exist or may hereafter be amended (hereinafter, collectively referred to as the “**Code**”) as an organization described in Section 501(c)(3) of the Code; and

WHEREAS, the Member agrees that the membership in and management of the Company shall be governed by the terms set forth herein.

NOW, THEREFORE, the Member and the Company agree as follows:

ARTICLE I

GENERAL

Section 1.01 Name. The name of the Company is University of Maryland St. Joseph Medical Center, LLC.

Section 1.02 Powers and Purposes.

(a) Specific Purposes and Powers. The specific purposes of the Company shall be:

- (i) To maintain a non-profit hospital in Baltimore County, Maryland;

(ii) To establish, support, manage and furnish facilities, personnel and services to provide prevention, diagnosis, treatment, rehabilitation, and support services without regard to race, creed, color, sex or national origin;

(iii) To carry on such activities related to rendering health care services and the promotion of health, which in the opinion of the Board of Directors and the Member may be justified by the facilities, personnel, funds or other requirements that are or can be made available;

(iv) Subject to the restrictions and limitations set forth in the Company's Articles of Organization and this Agreement, to use and apply its income and principal assets exclusively for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Code; and

(v) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Company, any and all powers conferred upon limited liability companies by the Act.

(b) Tax-Exempt Purposes. The Company is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to any private individuals, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted by Sections 501(h) and 4911 of the Code or any subsequent federal tax laws. The Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Agreement, the Company shall not carry on any other activities not permitted to be carried on (1) by an entity exempt from federal income tax under Section 501(a) described in Section 501(c)(3) of the Code; or (2) by an entity, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 1.03 Principal Office; Registered Agent.

(a) Principal Office. The location of the principal office of the Company shall be 7601 Osler Drive, Towson, Maryland 21204, or such other location as the Member may from time to time designate.

(b) Registered Agent. The registered agent of the Company for service of process in the State of Maryland and the registered office of the Company in the State of Maryland shall be that person and location reflected in the Articles of Organization. In the event the registered agent ceases to act as such for any reason or the registered office shall

change, the Member shall promptly designate a replacement registered agent or file a notice of change of address, as the case may be, in the manner provided by law.

ARTICLE II

MEMBER

Section 2.01 Sole Member. The name and the business, residence or mailing address of the sole Member is as follows:

Name	Address
UMSJ Health System, LLC	7601 Osler Drive Towson, MD 21201

Section 2.02 Membership Interests; Certificates. The Company will not issue any certificates to evidence ownership of the membership interests.

Section 2.03 Capital Contribution. The Member shall contribute to the Company such cash, property or services as determined by the Member, in its sole discretion.

ARTICLE III

GOVERNANCE AND MANAGEMENT

Section 3.01 General Powers of the Member. The Member shall have and shall exercise all powers conferred on the Member of the Company by the Company's Articles of Organization, this Agreement, and the laws of the State of Maryland. The Member shall act through its Board of Directors, Executive Committee, or such officer(s) designated by its Board of Directors from time to time, or by action of UMMS in its capacity as sole member of the Member. Notwithstanding the foregoing provisions of this Section 3.01, actions requiring Member approval under Section 3.02 or actions contemplated by Section 3.03 may not be taken by the Member without approval of UMMS in its capacity as the sole member of the Member.

Section 3.02 Actions Requiring Approval of the Member. Subject to the provisions of Section 3.01, each of the following actions requires approval by the Board, followed by the approval of UMMS:

- (a) Any amendment to the Articles of Organization or this Agreement;
- (b) Any merger or consolidation of the Company;

(c) Any sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property or assets of the Company;

(d) The dissolution of the Company;

(e) The adoption of the annual operating and capital budgets for the Company, prepared in accordance with UMMS's normal budgetary cycle and in collaboration with UMMS; provided, however, that any item approved in such budget shall not require separate approval of the Member under the provisions of Section 3.02(g) through Section 3.02(j); provided, further, that increases in budgeted amounts above the monetary limits in such provisions shall require the approval of UMMS;

(f) The adoption of the strategic plans for the Company prepared in accordance with UMMS's normal strategic planning cycle and in collaboration with UMMS, consistent with UMMS's system-wide strategic plans and annual strategic initiatives;

(g) Any incurrence of debt by the Company singly, or in the aggregate by the Company and its subsidiaries, for an amount greater than Five Million Dollars (\$5,000,000) in any fiscal year;

(h) Any transfer of assets among or between the Company and its subsidiaries in an amount greater than One Million Dollars (\$1,000,000), subject to any then-existing covenants or conditions in any Company or subsidiary debt instruments or any restrictions on donated funds;

(i) Any acquisition, purchase, sale or other disposition of any assets of the Company or a subsidiary (other than a lease) for an amount greater than Two Million Five Hundred Thousand Dollars (\$2,500,000);

(j) Any material additions, expansions, revisions or deletions of a health care service, not otherwise set forth in an approved budget or strategic plan of the Company;

(k) Creation of any academic medical school or graduate medical education training program affiliations with any natural person or any corporation, partnership, trust, joint venture, limited liability company, professional association, unincorporated association and any other body recognized under law as a separate legal entity other than a natural person outside UMMS health care system;

(l) Any extraordinary filings (such as CON filings) to regulatory agencies by the Company;

(m) The creation of joint ventures or the creation of any new subsidiary;

(n) Any acquisition, purchase, sale, disposition or encumbrance of real property; and

(o) Entrance into any lease valued in an amount greater than Five Hundred Thousand Dollars (\$500,000) per year.

Section 3.03 Reserved Powers of the Member. Subject to the provisions of Section 3.01, the Member shall have the affirmative right to cause the Company to take any of the following actions without the prior approval of the Board:

(a) The appointment and removal of the Chief Executive Officer of the Company after discussion and consultation with the Chairperson of the Board;

(b) The making of contributions to UMMS for general expenses of UMMS, or other agreed-upon payments to UMMS, subject to any then-existing covenants or conditions in the Company's debt instruments or restrictions imposed by donor intent; provided, however, that with respect to contributions, distributions or payments related to corporate expenses ("**Corporate Overhead**"), the Company shall be treated in a manner consistent with UMMS's other subsidiaries;

(c) The submission of corrective action plans to UMMS if certain performance or financial targets set forth in the operating and capital budgets, strategic plans or business plans of the Company are not met; and the enforcement of such corrective action plans;

(d) The establishment of agreed-upon key strategic affiliations between third parties and the Company;

(e) The adoption, implementation and maintenance of compliance with any corrective action plan proposed by UMMS's corporate compliance officer or UMMS's general counsel as to matters regarding compliance with requirements of governmental payment programs, conflicts of interest, or requirements imposed on entities exempt from taxation under Section 501(c)(3) and 509 of the Code;

(f) The selection of the independent auditor and outside legal counsel for the Company;

(g) The addition, expansion, revision or deletion of a health care service provided by the Company, after consultation with, and due consideration of any recommendations from the Board;

(h) The adoption of system-wide executive compensation policies;

(i) The incurring of debt or modification of any existing debt;

(j) The integration of support functions, including but not limited to legal, compliance, finance and information technology, in order to enhance efficiency throughout UMMS's regional delivery system; and

(k) The transfer of assets among the Company and its direct or indirect subsidiaries subject to any then existing covenants or conditions in any debt instruments of the Company.

Section 3.05 Composition of Board; Election.

(a) Number of Directors. The Board shall consist of not less than seven (7) nor more than twenty-one (21) individuals (including the voting *Ex-Officio* Directors, UMMS Directors and Elected Directors) (each a “**Director**”). No change in the number of Directors shall have the effect of shortening the term of any incumbent Directors. The total number of Directors (including *Ex-Officio* Directors, UMMS Directors and Elected Directors) may be increased or decreased from time to time (i) by the Member or (ii) pursuant to a vote of the Directors then serving, subject to approval by the Member.

(b) Ex-Officio Directors. The Board shall include as *ex-officio* Directors, the Chief Executive Officer of UMMS (the “**UMMS CEO**”), or his or her designee, the President and Chief Executive Officer of the Company (the “**President/CEO**”), the president of the medical staff of the Company, and the president of the University of Maryland St. Joseph Medical Center Foundation, Inc. (collectively, the “*Ex-Officio Directors*”), all of whom shall be voting Directors. Unless otherwise expressly provided in this Agreement, the UMMS CEO, or his or her designee, shall have the right, but not the obligation, to serve as an *ex-officio* member on all committees of the Board. The individuals serving in the positions listed above shall serve as *ex-officio* Directors of the Company for so long as they occupy their respective positions giving rise to their directorship in the Company. At such time as there is a change in the individual filling any of the above-listed positions, the individual who formerly held the position shall automatically cease to serve as a Director of the Company, and the individual who is appointed to serve in such position shall automatically become a Director of the Company.

(c) UMMS Directors. UMMS, as the sole member of the Member, shall have the right to directly appoint (or re-appoint) two (2) Directors to the Board separate and apart from the UMMS CEO without the requirement that such Directors be nominated by the Nomination/Governance Committee (the “**UMMS Directors**”).

(d) Elected Directors. All Directors who are not *Ex-Officio* Directors or UMMS Directors are hereinafter referred to as “**Elected Directors.**”

(e) Nomination and Election of Elected Directors. The Member shall have the power and authority to elect all of the Elected Directors pursuant to the nomination process set forth in this Section 3.05(e). The Nomination/Governance Committee of the Board shall submit nominees to the Member, for election (or re-election) to the Board as needed. At least one (1) UMMS Director shall have the right to serve on the

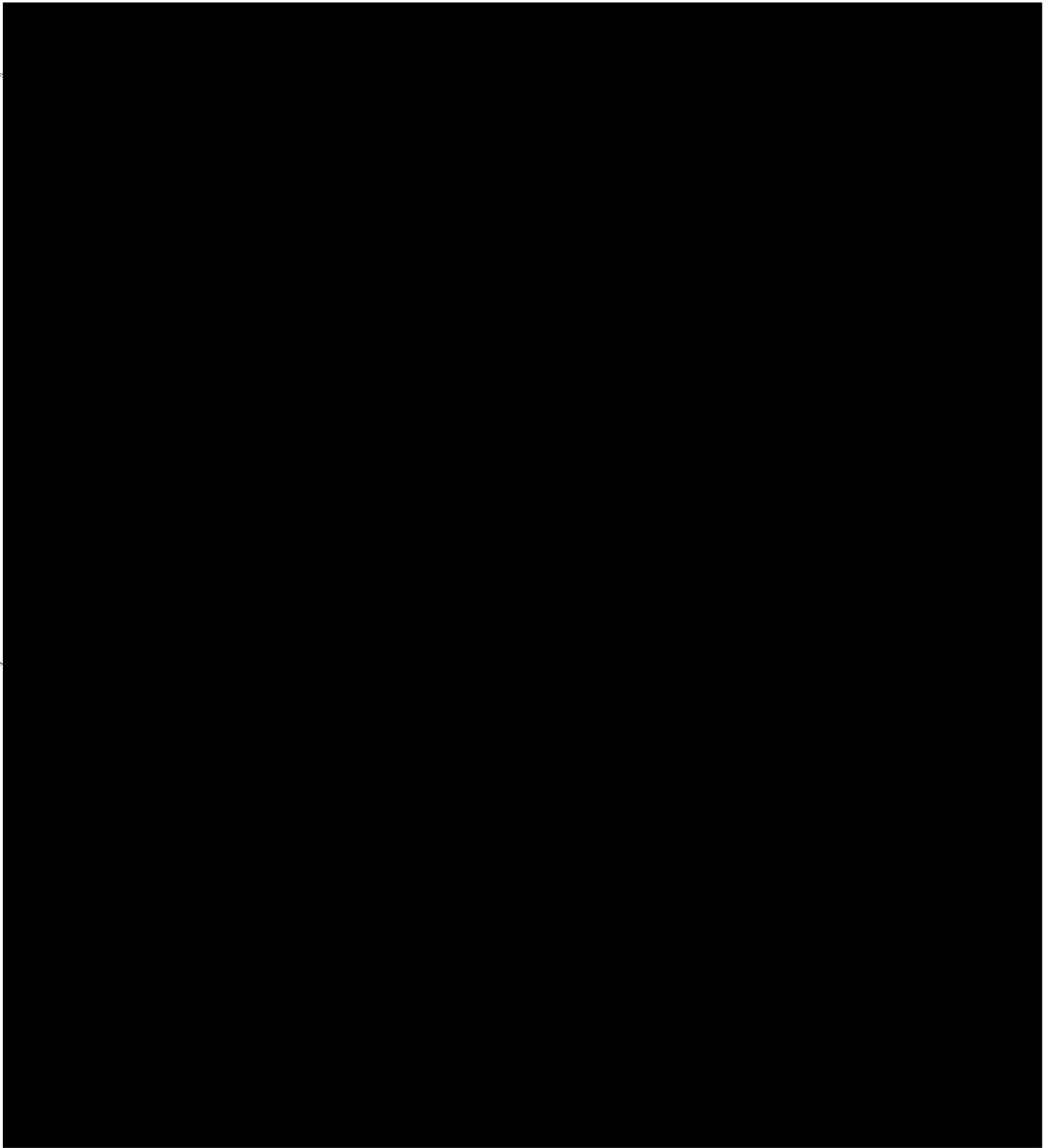
Nomination/Governance Committee. Directors must demonstrate awareness of the purposes and objectives of the Company as they relate to the health needs of the Company's Service Area. Directors will be selected on the basis of their skills and competencies that contribute to the needs of the Board. No Director may be an elected official of the government of the State of Maryland or of any local jurisdiction within the State of Maryland. Except as otherwise provided in this Agreement, the Member shall elect (or re-elect) to the Board only those individuals nominated by the Nomination/Governance Committee; provided, however, that the Member may request that the Nomination/Governance Committee nominate additional individuals for consideration. In the event that the Nomination/Governance Committee fails to nominate individuals who the Member finds suitable for election to the Board, the Nomination/Governance Committee and the Member will collaborate, in good faith, to identify mutually acceptable nominees that the Nomination/Governance Committee will nominate and the Member will elect to the Board. All Directors who have been elected to the Board after having been nominated by the Nomination/Governance Committee must demonstrate an ability to carry out their functions in a manner that is consistent with their duties of care and loyalty to the Company. Any Elected Director who has been elected to the Board after having been nominated by the Nomination/Governance Committee and who fails to meet the foregoing requirement, as determined by the Board, shall be excluded from qualification to be re-elected to the Board, and may be removed as a Director as set forth in this Agreement.

(f) Board Composition Requirements. The Nomination/Governance Committee shall nominate individuals for membership on the Board and the Member shall appoint individuals, so that at all times:

(i) Independent Community Requirement. A majority of the Directors on the Board shall be independent community members, as that term is used by the Internal Revenue Service with respect to charities. An independent community member is representative of the community within which the Company shall operate and does not include practicing physicians affiliated with the Company, compensated officers, department heads, and other employees of the Company.

(ii) Community Representation. At least seventy-five percent (75%) of the Directors on the Board shall be individuals who have a primary residence or business in the Service Area.

(iii) Archdiocese of Baltimore Representative. Two (2) of the Elected Directors shall be selected from a list of qualified individuals submitted by the Roman Catholic Archbishop of Baltimore (the "**Archbishop**"). Such Directors shall be members of the Catholic clergy or of a religious order. If the size of the Board is expanded to include more than fifteen (15) individuals, the Nomination/Governance Committee shall nominate individuals for membership on the Board and the Member shall appoint a third Elected Director from the list provided by the Archbishop. Such third Elected Director may, but need not be, a member of the Catholic clergy or of a religious order. These members may not be removed from the Board during their term without the consent of the Archbishop.



Section 6.06 President/CEO. The President/CEO shall be appointed by UMMS, subject to consultation with the Board of Directors. The President/CEO shall be the chief executive officer of the Company. The President/CEO shall have all the authority of such an officer in a business corporation and shall be a Director. The President/CEO

