UWHCA Board of Directors

June 22, 2023, 1:30 - 4:30 PM

https://uwhealth.webex.com/uwhealth/j.php?MTID=madb033c9188f00790a0a118f4d61872f

Meeting Number: 2622 753 0285 // Password: 062223

UWHCA Board of Directors - June 22, 2023 - Public Meeting Notice

Agenda

1:30 PM

I. Call to Order
Mr. Paul Seidenstricker

1:30 PM

II. Consent Agenda
Mr. Paul Seidenstricker

Meeting Minutes - Open Session

Medical Staff Membership and Clinical Privileges

Attachment - Medical Staff and Clinical Privileges - June 2023

Madison Surgery Center, Inc. (MSC) Structure Change

Executive Summary - University of Wisconsin Medical Foundation, Inc. Transfer of Membership Interest in Madison Surgery Center, Inc. to University of Wisconsin Hospitals and Clinics Authority

Resolution - University of Wisconsin Medical Foundation, Inc. Transfer of Membership Interest in Madison Surgery Center, Inc. to University of Wisconsin Hospitals and Clinics Authority

Madison Medical Center, LLP (MMC) Dissolution

Executive Summary - Proposed Transfer of Property Interests and Dissolution of Madison Medical Center, LLP

Resolution - Wind up and Dissolution of Madison Medical Center, LLP

1:35 PM

III. UWHCA Officers of the Board of Directors
Dean Robert Golden, Ms. Kelly Wilson

Resolution - Election of UWHCA Officers

1:40 PM

IV. UW Health Financial Report
Mr. Robert Flannery, Ms. Jodi Vitello

Presentation - UW Health Consolidated Financial Indicators - May 31, 2023

1:50 PM

V. Closed Session

Motion to enter into closed session pursuant to Wisconsin Statutes section 19.85(1)(e) for the discussion of the following confidential, strategic matters, which for competitive reasons require a closed session: review and approval of closed session minutes, review and discussion of FY24 UW Health Enterprise Capital and Operating Budgets and the Joint Operating Agreement (JOA) Entities Capital and Operating Budgets, discussion of facility updates, UW Health CEO perspective on organization-wide system strategy, and UW Health strategic workforce matters; pursuant to Wisconsin Statutes section 19.85(1)(c) for discussion of an employment matter over which UWHCA has jurisdiction and responsibility; pursuant to Wisconsin Statutes sections 19.85(1)(c) and 146.38 for the review and evaluation of health care services including review and approval of the UWHCA Board Medical Staff Appellate Review Committee recommendation; pursuant to Wisconsin Statutes sections 19.85(1)(c), 19.85(1)(e), and 19.36(10) for the review of the UW Health CEO performance assessment; and pursuant to Wisconsin Statutes section 19.85(1)(g) to confer with legal counsel to seek confidential and privileged legal advice regarding these and other matters.

4:28 PM

VI. Return To Open Session
VII. ACTION: Approval of the FY24 UW Health Enterprise Capital and Operating Budgets and the Joint Operating Agreement (JOA) Entities Capital and Operating Budgets
(Motion to approve the FY24 UW Health Enterprise Capital and Operating Budgets and the Joint Operating Agreement (JOA) Entities Capital and Operating Budgets as discussed in closed session)

VIII. Adjourn
The Medical Board, upon the recommendation of the Credentials committee, recommends approval of the following new applications, additional privileges, biennial reappointments and status changes for the medical staff and other providers requesting professional privileges for practice at UWHC. All of the recommended actions have been reviewed in accordance with the Medical Staff Bylaws. The credentials of all new applicants have been verified. All persons listed below meet the standards of the medical staff for the membership and privileges recommended.

Credentials Committee: June 5, 2023
Medical Board: June 8, 2023

The following actions were endorsed by the UWHC Credentials Committee and are recommended to the Medical Board for approval/action.

New Applications—Medical Staff

**Meinkeng S. Acha-Morfaw, MD, Active Staff**
Department of Emergency Medicine
- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Deep Sedation--Adults (13 years and older)
- Point of Care Emergency Ultrasound
- Fluoroscopy

**Lihua Bao, MD, Active Staff**
Department of Medicine/Hospital Medicine
- Internal Medicine/Hospital Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, providing care via inpatient service and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Estefan Michael P. Beltran, MD, Active Staff**
Department of Family Medicine and Community Health/Fellow (Academic)
- Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient’s life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of
physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Internal Medicine/Hospital Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, providing care via inpatient service and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Evan C. Benner, DO, Active Staff**

**Department of Radiology/Fellow (Breast Imaging)**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

**Amy M. Bier, MD, Active Staff**

**Department of Medicine/Chief Resident**

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Internal Medicine/Intermediate Care Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses in the outpatient setting (General Internal Medicine clinic). Includes lumbar puncture, thoracentesis, paracentesis, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

**Robert R. Brenteson, MD, Active Staff**

**Department of Radiology/Fellow (Cardiovascular Imaging)**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

**Caroline Burkey, MD, Active Staff**

**Department of Medicine/Chief Resident**

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

- Internal Medicine/Intermediate Care Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses in the outpatient setting (General Internal Medicine clinic). Includes lumbar puncture, thoracentesis, paracentesis, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

**Kevin J. Carlson, MD, Active Staff**
Department of Surgery/Fellow (Head & Neck)

- Otolaryngology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with illnesses, injuries and disorders of the head and neck affecting the ears, facial skeleton, and respiratory and upper alimentary system. These privileges include, but are not limited to, surgical procedures involving the temporal bone, nasal and paranasal sinuses, the skull-base, the thyroid, parathyroid, salivary glands, and lymphatic tissue of the head and neck, maxillofacial plastic and reconstructive procedures; sinus endoscopy; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.

- Use of surgical laser

Sepideh Chagharvand, MD, Active Staff

Department of Neurology/Stroke

- Neurology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and provide medical treatment to patients presenting with illnesses or injuries of the neurological system. These privileges include, but are not limited to, lumbar puncture; EEG interpretation and operative monitoring; EMG and nerve conduction studies; muscle and nerve biopsy; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine.

- Neurocritical Care Core Privileges: Privileges to admit, evaluate (including H&P), diagnose, consult and provide medical treatment to patients with critical illnesses or injuries of the brain, spinal cord, nerves, vessels, and their supporting structures with associated medical problems complicating their care.

- Neurology Stroke Privileges: Privileges include, but are not limited to, admit, evaluate (including H&P), diagnose, consult, provide medical treatment, interpretations of reports of radiologic and laboratory data to treat patients with stroke symptoms. These privileges include providing services via telemedicine.

Monica M. Cooley, MD, Active Staff

Department of Radiology/Fellow (Musculoskeletal Imaging)

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Samantha N. Cordum, MD, Active Staff

Department of Pediatrics/General

- Pediatric Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants, children and adolescents with complex problems or severe illnesses, including those that are potentially life-threatening. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture; peripheral arterial puncture; peripheral venous puncture; neonatal circumcision; intubation; suprapubic bladder tap in the care of newborn infants greater than 2000 grams; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.

Peter J. Cormier, MD, Active Staff

Department of Radiology/Fellow (Musculoskeletal Imaging)

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Mara K. Esber, PsyD, Clinical Psychology

Department of Psychiatry

- Psychological testing: children (under 12)
- Psychological testing: adolescents
- Psychological testing: adults
- Individual psychotherapy: children (play)
- Individual psychotherapy: adolescents
- Individual psychotherapy: adult
- Behavior modification
- Couple therapy
- Family therapy
- Group therapy
- Psychoeducational counseling
- Psychoeducational testing
- Psychological consultation

**Joshua R. Fage, MD, Active Staff**

**Department of Radiology/Neuroradiology**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.
- Musculoskeletal Imaging and Intervention: Including but not limited to Imaged guided, extracranial injection, biopsy, ablation, drainage or aspiration.
- Neuroradiology (Diagnostic): Including but not limited to Myelography and diagnostic fluoroscopy-guided spinal puncture; percutaneous diagnostic angiography (without intervention) of the extracranial carotid arteries.
- Adult Moderate Sedation ONLY within University Hospital or UW Health East Madison Hospital

**Stuart J. Feichtinger, MD, Active Staff**

**Department of Anesthesiology**

- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.
- Critical Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat as an attending physician adult patients in need of critical care. These privileges include, but are not limited to, central line and Swan Ganz catheter insertion and management; endotracheal intubation; management of mechanical ventilation; management of noninvasive ventilation; fiberoptic bronchoscopy; direct laryngoscopy; chest tube placement; supervision of advanced practice providers; and supervision of residents, fellows, and others in training.

**Jacob B. Fleecs, MD, Active Staff**

**Department of Radiology/Fellow (Abdominal Imaging)**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine

**Nicholas H. George, MD, Active Staff**

**Department of Emergency Medicine/Fellow (Med Flight)**

- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Deep Sedation--Adults (13 years and older)
- Point of Care Emergency Ultrasound
- Fluoroscopy

**Karam Han, MD, Active Staff**

**Department of Pathology and Lab. Medicine**

- Clinical Pathology Core Privileges: Privileges in clinical pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of clinical laboratory tests on body fluids and secretions. These privileges also include care of patients via telemedicine. These privileges include supervision of residents, fellows and others in training. These privileges also include performance of duties via telemedicine.
- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.
- Fine needle aspiration

David Hernandez Gonzalo, MD, Active Staff

Department of Pathology and Lab. Medicine

- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

Kelsey Holbert, MD, Active Staff

Department of Medicine/Chief Resident

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

Michael J. Houghan, MD, Active Staff

Department of Medicine/Chief Resident

- Internal Medicine/Intermediate Care Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses in the outpatient setting (General Internal Medicine clinic). Includes lumbar puncture, thoracentesis, paracentesis, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

Geunyoung Jung, MD, Active Staff

Department of Pathology and Lab. Medicine

- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

Emerson S. Kendall, DO, Active Staff

Department of Ophthalmology/Fellow (Glaucoma)

- Ophthalmology Medical and Minor Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with illnesses, injuries, and disorders of the eye, including its related structures and visual pathways; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine.

- Ophthalmology Surgical Core Privileges: Privileges to perform basic surgical procedures considered a result of a residency training program including removal of radioactive plaque, corneal micropuncture and debridement, astigmatic keratotomy, cataract surgery with or without IOL placement, glaucoma filtration surgery with or without antimetabolite, combined cataract and filtering surgery, strabismus surgery on horizontal muscles, enucleation, cryotherapy, primary repair of entropion, ectropion, eyelid injury, tarsorrhaphy, blepharoplasty, lacrimal intubation and irrigation; supervision of physician assistants with prescriptive authority; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
methods. These privileges include supervision of residents, fellows, and other persons in training.

- Use of surgical laser - Argon for glaucoma.
- Use of surgical laser - Argon and Diode for panretinal laser.
- Use of surgical laser - Diode for glaucoma.
- Use of surgical laser - YAG capsulotomy, iridotomy, cyclophotocoagulation.
- Use of surgical laser - Keratorefractive surgery

**Lindsey M. Kent, DO, Active Staff**

**Department of Orthopedics and Rehabilitation/Fellow (Non-Operative Orthopedics)**

- Pediatric Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose,
  consult and provide care for infants, children and adolescents with complex problems or severe illnesses, including
  those that are potentially life-threatening. These privileges also include care of patients via telemedicine. These
  privileges include, but are not limited to, lumbar puncture; peripheral arterial puncture; peripheral venous puncture;
  neonatal circumcision; intubation; suprapubic bladder tap in the care of newborn infants greater than 2000 grams;
  and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult
  blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority;
  and supervision of residents, fellows and others in training.

**Joseph A. Krenzer, DO, Active Staff**

**Department of Pathology and Lab. Medicine/Fellow (GI Surgical Pathology)**

- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to
  physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of
  tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of
duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

**Kyle L. Lacy, MD, Active Staff**

**Department of Radiology/Fellow (Musculoskeletal Imaging)**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including
  radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and
  children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler,
  arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of
  physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These
  privileges include care of patients via telemedicine.

**Kane M. Laks, MD, Active Staff**

**Department of Family Medicine and Community Health/Fellow (Academic)**

- Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with
  more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there
  is a serious threat to a patient's life, consultation shall be obtained. Privileges to admit, evaluate including performance
  of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges
  include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin
  biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not
  involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral
  intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients;
  postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an
  instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of
  physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose,
  consult and provide non-surgical treatment to pediatric patients without major complications or serious life
  threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the
  uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with
  prescriptive authority; and supervision of residents, fellows, and others in training.

- Internal Medicine/Hospital Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P,
  diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to,
  providing care via inpatient service and perform waived laboratory testing not requiring an instrument; including but
  not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with
  prescriptive authority; and supervision of residents, fellows, and others in training.

**Ryan D. Larochelle, MD, Active Staff**

**Department of Ophthalmology/Fellow (Oculoplastics)**

- Ophthalmology Medical and Minor Surgery Core Privileges: Privileges to admit, evaluate including performance of
  H&P, diagnose, consult, and treat patients presenting with illnesses, injuries, and disorders of the eye, including its
  related structures and visual pathways*; and performing waived laboratory testing not requiring an instrument,
  including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician
  assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges
  also include care of patients via telemedicine.

- Ophthalmology Surgical Core Privileges: Privileges to perform basic surgical procedures considered a result of a
residency training program including removal of radioactive plaque, corneal micropuncture and debridement, astigmatic keratotomy, cataract surgery with or without IOL placement, glaucoma filtration surgery with or without antimetabolite, combined cataract and filtering surgery, strabismus surgery on horizontal muscles, enucleation, cryotherapy, primary repair of entropion, ektropion, eyelid injury, tarsorrhaphy, blepharoplasty, lacrimal intubation and irrigation; supervision of physician assistants with prescriptive authority; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. These privileges include supervision of residents, fellows, and other persons in training.

**Stephanie Liu, MD, Active Staff**

**Department of Family Medicine and Community Health/Fellow (Integrative Health)**

- Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient’s life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and other trainees. These privileges include care of patients via telemedicine.

**Thomas P. LoDuca, MD, Active Staff**

**Department of Radiology/Fellow (Breast Imaging)**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

**Peter Marogil, DO, Active Staff**

**Department of Medicine/Cardiovascular Medicine**

- Cardiovascular Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with medical illnesses with focus on cardiac issues and problems. These issues include care of patients via telemedicine. These privileges include, but are not limited to, cardioversion; insertion and management of central venous and pulmonary artery catheters; use of thrombolytic agents; pericardiocentesis; Holter scan interpretation; treadmill testing; temporary transvenous pacemaker placement; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Cardiac Imaging: Transthoracic echocardiography
- Cardiac Imaging: Transesophageal echocardiography
- Cardiac Imaging: Stress echocardiography
- Cardiac Imaging: Nuclear Cardiology
- Diagnostic Cardiac Catheterization: Endomyocardial biopsy
- Management of implanted VAD devices
- Fluoroscopy
- Adult Moderate Sedation at all UWHCA locations - includes UH, East Madison Hospital, DHC, and UWHC Clinics

**Jacob T. McCallum, DO, Active Staff**

**Department of Radiology/Fellow (Musculoskeletal Imaging)**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

**Jennifer A. Mirrielees, MD, Active Staff**

**Department of Emergency Medicine/Fellow (Administrative EM)**

- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges
include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Deep Sedation--Adults (13 years and older)
- Point of Care Emergency Ultrasound
- Fluoroscopy

**Katharine H. Molinarolo, MD, Active Staff**

**Department of Radiology/Fellow (Abdominal Imaging)**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

**Laurence N. Moore, MD, Active Staff**

**Department of Family Medicine and Community Health/Fellow (LGBTQ+ Health)**

- Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient’s life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Kiriana A. Morse, MD, Active Staff**

**Department of Emergency Medicine**

- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Deep Sedation--Adults (13 years and older)
- Point of Care Emergency Ultrasound
- Fluoroscopy

**Joe-Ann Moser, MD, Active Staff**

**Department of Emergency Medicine/Fellow (Med Flight)**

- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Deep Sedation--Adults (13 years and older)
- Point of Care Emergency Ultrasound
- Fluoroscopy

**James R. Nellen, MD, Active Staff**

**Department of Anesthesiology/Fellow (Regional Anesthesia and Acute Pain)**

- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These
privileges include supervision of residents, fellows, and other persons in training.

Leslie W. Nelson, DO, Active Staff
Department of Radiology/Fellow (Abdominal Imaging)
- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Joshua D. Niforatos, MD, Active Staff
Department of Emergency Medicine
- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Deep Sedation--Adults (13 years and older)
- Point of Care Emergency Ultrasound
- Fluoroscopy

James J. Oh, MD, Active Staff
Department of Anesthesiology
- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

Philip A. Palmon, MD, Active Staff
Department of Medicine/Allergy, Pulmonary & Critical Care
- Critical Care Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat as an attending physician adult patients in need of critical care. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, central line and Swan Ganz catheter insertion and management; endotracheal intubation; management of mechanical ventilation; management of noninvasive ventilation; fiberoptic bronchoscopy; direct laryngoscopy; chest tube placement; supervision of advanced practice providers; and supervision of residents, fellows, and others in training. These privileges also include care of patients via telemedicine.
- Pulmonary Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, admit, consult, and treat adult patients presenting with diseases and disorders of the organs of the thorax or chest. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, management of mechanical ventilation; management of noninvasive ventilation; direct laryngoscopy, diagnostic flexible bronchoscopy; including transbronchial lung biopsy, transbronchial needle aspiration, endobronchial ultrasound. Therapeutic bronchoscopy including simple reduction and treatment of bleeding and opening of blocked bronchi; pulmonary function testing (including methacholine challenges) and interpretation; sleep study testing and interpretation; endotracheal intubation; needle aspiration of the chest; chest tube placement; pulmonary treadmill exercise testing; supervision of advanced practice providers; and supervision of residents, fellows, and others in training.
- Advanced ventilator management
- Adult Moderate Sedation ONLY within University Hospital or UW Health East Madison Hospital
- Fluoroscopy

Charles G. Pearce, MD, Active Staff
Department of Emergency Medicine
- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Deep Sedation--Adults (13 years and older)

Patrick J. Peebles, MD, Active Staff
Department of Pediatrics/Neonatology
- Neonatology-Perinatology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants who have severe or life-threatening medical conditions requiring specialized knowledge or skills. These privileges include, but are not limited to, counseling, including antenatal maternal consultations. Administration of sedative agents and other medications including narcotics and vasoactive drugs to neonates. Request and perform diagnostic tests. Transport supervision and management.

- Umbilical artery and vein catheterization, peripheral and cut-down arterial and venous line placement, central arterial and venous line placement, arterial and venous phlebotomy, bone marrow aspiration, exchange and partial exchange transfusion, intraosseous line placement, chest tube placement, abdominal paracentesis, thoracentesis, suprapubic bladder aspiration, circumcision, oral or nasogastric tube placement, endotracheal intubation, laryngeal mask airway placement, pericardiocentesis, lumbar puncture, skin punch and muscle biopsy, cardioversion/defibrillation, I & D of abscess. Emergency cricothyrotomy. Wound and burn care including sutures, closed-fracture management.

- Management of modalities that provide PEEP (CPAP, high flow nasal cannula), non-invasive ventilation, mechanical ventilation, high frequency ventilation, T-piece. Inhaled medications (including surfactant administration, HeliOx and Nitric Oxide). Neonatal resuscitation. Hypothermia (including head and/or total body cooling), management of ECMO.

- Performance and interpretation of electrocardiogram (ECG), amplitude integrated electroencephalogram (aEEG), functional echocardiography, non-diagnostic bedside ultrasonography, and polysomnography utilizing 8 or less channels (including home monitor downloads); and supervision of NNPs, NICU and Newborn Hospitalists, residents, fellows, and others in training.

Thomas J. Raj, MD, Active Staff
Department of Pathology and Lab. Medicine
- Clinical Pathology Core Privileges: Privileges in clinical pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of clinical laboratory tests on body fluids and secretions. These privileges also include care of patients via telemedicine. These privileges include supervision of residents, fellows and others in training. These privileges also include performance of duties via telemedicine.

- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

Mohammad A. Sabbagh, MD, Active Staff
Department of Ophthalmology/Fellow (Vitreoretinal)
- Ophthalmology Medical and Minor Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with illnesses, injuries, and disorders of the eye, including its related structures and visual pathways*; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine.

- Ophthalmology Surgical Core Privileges: Privileges to perform basic surgical procedures considered a result of a residency training program including removal of radioactive plaque, corneal micropuncture and debridement, astigmatic keratotomy, cataract surgery with or without IOL placement, glaucoma filtration surgery with or without antimetabolite, combined cataract and filtering surgery, strabismus surgery on horizontal muscles, enucleation, cryotherapy, primary repair of entropion, ectropion, eyelid injury, tarsorrhaphy, blepharoplasty, lacrimal intubation and irrigation; supervision of physician assistants with prescriptive authority; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. These privileges include supervision of residents, fellows, and other persons in training.

- Use of surgical laser - Argon and Diode for panretinal laser.
- Use of surgical laser - YAG capsulotomy, iridotomy, cyclophotocoagulation.

Hannah C. Schumacher, MD, Active Staff
Department of Pediatrics/Neonatology (NICU Hospitalist)
- Pediatric Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants, children and adolescents with complex problems or severe illnesses, including those that are potentially life-threatening. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture; peripheral arterial puncture; peripheral venous puncture; neonatal circumcision; intubation; suprapubic bladder tap in the care of newborn infants greater than 2000 grams; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.

- Pediatrics/NICU Hospitalist Core Privileges: Under the supervision of a Neonatologist, privileges include performance of H & P, diagnose, consult and manage premature & critically ill neonatal patients and ill newborns through 6 months of life. These privileges include but are not limited to the following core procedures: arterial lines insertion; umbilical catheter insertion (arterial or venous catheter); endotracheal tube placement/intubation; PICC
Emily C. Serrell, MD, Active Staff

Department of Urology/Fellow (Endourology)
- Urology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and surgically treat patients presenting with illnesses or injuries of the genitourinary system; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and vaginal PH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.
- Use of surgical laser
- Laparoscopic urologic procedures

Tyler J. Sternhagen, MD, Active Staff

Department of Pediatrics/Chief Resident
- Pediatric Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants, children and adolescents with complex problems or severe illnesses, including those that are potentially life-threatening. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture; peripheral arterial puncture; peripheral venous puncture; neonatal circumcision; intubation; suprapubic bladder tap in the care of newborn infants greater than 2000 grams; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.
- Pediatrics/NICU Hospitalist Core Privileges: Under the supervision of a Neonatologist, privileges include performance of H & P, diagnose, consult and manage premature & critically ill neonatal patients and ill newborns through 6 months of life. These privileges include but are not limited to the following core procedures: arterial lines insertion; umbilical catheter insertion (arterial or venous catheter); endotracheal tube placement/intubation; PICC insertion; and thoracentesis. This care is provided in inpatient settings.

Elizabeth H. Sullivan, MD, Active Staff

Department of Medicine/Hematology, Oncology, and Palliative Care
- Hospice and Palliative Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, provide medical management and treatment for patients requiring hospice and palliative care. Act as an expert consultative resource in the area of hospice and palliative care for other providers. Privileges also include supervision of GME trainees and Advanced Practice Providers (APPs). Assessment and care of patients with advanced disease and catastrophic injury; the relief of distressing symptoms, the coordination of interdisciplinary patient and family-centered care in diverse settings; the use of specialized care systems including hospice; the management of the imminently dying patient; and legal and ethical decision making in end-of-life care.

Bryce N. Taylor, DO, Active Staff

Department of Emergency Medicine/Fellow (Med Flight)
- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Deep Sedation--Adults (13 years and older)
- Point of Care Emergency Ultrasound
- Fluoroscopy

Justin E. Temple, MD, Active Staff

Department of Family Medicine and Community Health/Fellow (LGBTQ+ Health)
- Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient’s life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with
prescriptive authority; and supervision of residents, fellows, and others in training.

Anna C. Ubing, MD, Active Staff

Department of Pediatrics/Chief Resident

- Pediatric Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants, children and adolescents with complex problems or severe illnesses, including those that are potentially life-threatening. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture; peripheral arterial puncture; peripheral venous puncture; neonatal circumcision; intubation; suprapubic bladder tap in the care of newborn infants greater than 2000 grams; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.

Sunil K. Vasireddi, MD, Active Staff

Department of Medicine/Cardiovascular Medicine

- Cardiovascular Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with medical illnesses with focus on cardiac issues and problems. These issues include care of patients via telemedicine. These privileges include, but are not limited to, cardioversion; insertion and management of central venous and pulmonary artery catheters; use of thrombolytic agents; pericardiocentesis; Holter scan interpretation; treadmill testing; temporary transvenous pacemaker placement; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Electrophysiology Procedures: Electrophysiology studies
- Electrophysiology Procedures: Permanent pacemaker selection and implementation
- Diagnostic Cardiac Catheterization: Endomyocardial biopsy
- Fluoroscopy
- Adult Moderate Sedation at all UWHCA locations - includes UH, East Madison Hospital, DHC, and UWHC Clinics

Andrey Vavrenyuk, MD, Active Staff

Department of Medicine/Fellow (Interventional Nephrology)

- Nephrology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with illnesses, injuries, and disorders of the kidneys. These privileges include care of patients via telemedicine. These privileges include, but are not limited to, placement of temporary vascular access for hemodialysis; central venous catheter insertion for access; management of acute and chronic hemodialysis; management of peritoneal dialysis; continuous renal replacement therapy; initiation and supervision of continuous ultrafiltration/dialysis; supervision of advanced practice providers; and supervision of residents, fellows, and others in training.

- Percutaneous needle biopsy of the kidney
- Adult Moderate Sedation ONLY within University Hospital or UW Health East Madison Hospital
- Fluoroscopy

Meghan C. Wallner, MD, Active Staff

Department of Anesthesiology/Fellow (Regional Anesthesia and Acute Pain)

- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

- Fluoroscopy

Karla A. Wetley, MD, Active Staff

Department of Radiology/Fellow (Musculoskeletal Imaging)

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine and fluoroscopy in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Emma E. Williams, MD, Active Staff

Department of Medicine/Hospital Medicine

- Internal Medicine/Hospital Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, providing care via inpatient service and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Marcus R. Wilson, DO, Active Staff
Department of Anesthesiology/Fellow (Regional Anesthesia and Acute Pain)
- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

Emily K. Wynja, MD, Active Staff
Department of Medicine/Hematology, Oncology, and Palliative Care
- Hospice and Palliative Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, provide medical management and treatment for patients requiring hospice and palliative care. Act as an expert consultative resource in the area of hospice and palliative care for other providers. Privileges also include supervision of GME trainees and Advanced Practice Providers (APPs). Assessment and care of patients with advanced disease and catastrophic injury; the relief of distressing symptoms, the coordination of interdisciplinary patient and family-centered care in diverse settings; the use of specialized care systems including hospice; the management of the imminently dying patient; and legal and ethical decision making in end-of-life care.

Fushen Xu, MD, Active Staff
Department of Pathology and Lab. Medicine
- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

Haoliang Xu, MD, Active Staff
Department of Pathology and Lab. Medicine
- Clinical Pathology Core Privileges: Privileges in clinical pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of clinical laboratory tests on body fluids and secretions. These privileges also include care of patients via telemedicine. These privileges include supervision of residents, fellows and others in training. These privileges also include performance of duties via telemedicine.

- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

Additional Privileges—Medical Staff

Arij G. Beshish, MD
Department of Pediatrics/General
- Pediatric Pulmonology Core Privileges

New Applications—Advanced Practice Providers

Danielle C. Bruder, NP, Advance Practice Nurse
Department of Anesthesiology/General
- Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products.
- NP CT ICU Core Privileges: Privileges to manage and treat patients in need of critical care.
- Prescriptive Authority

Stephanie M. Kourtjian, PA, Physician Assistant
Department of Surgery/Plastic
- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products. Assist in surgery to include, but not limited to, first assist on major or minor surgeries. These privileges also include care of patients via telemedicine.
- PA Plastic Surgery Core Privileges: Privileges to manage and treat pediatric and adult patients in need of plastic surgery related care.
Prescriptive Authority

Patricia J. Reigle, PA, Physician Assistant
Department of Surgery/Acute Care and Regional General
- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products. Assist in surgery to include, but not limited to, first assist on major or minor surgeries. These privileges also include care of patients via telemedicine.
- PA General Surgery Core Privileges: Privileges to manage and treat patients in need of surgical care and related issues. Prescriptive Authority

Nicholas P. Schumacher, NP, Advance Practice Nurse
Department of Anesthesiology/CT ICU
- Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products.
- NP CT ICU Core Privileges: Privileges to manage and treat patients in need of critical care.
- Prescriptive Authority

Additional Privileges--Advanced Practice Providers

Alison L. Dunlap, NP (Adult Gerontology Primary Care NP)
Department of Medicine/Cardiovascular Medicine
- Cardioversions

Anna M. Gretzinger, PA, Physician Assistant
Medicine/Allergy, Pulmonary & Critical Care
Status change from Affiliate
- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products. These privileges also include care of patients via telemedicine.
- PA Pulmonary Core Privileges: Privileges to manage and treat patients with diseases and disorders of the organs of the thorax or chest.
- Prescriptive Authority

Anna C. Hormig, NP (Adult Gerontology Acute Care NP)
Department of Surgery/Acute Care and Regional General
- Minor Skin/Subcutaneous Procedures
- Paring of calluses and toenail care

Michael E. Horowitz, PA
Department of Emergency Medicine
- Central Line Insertion

Melissa M. Novotny, NP (Pediatric NP - Primary Care)
Department of Surgery/Pediatric
- Chest Tube Removal
- Drain Removal
- Gastrostomy tube change/removal
- Rectal Biopsy

Suzanne M. Reilly, NP (Pediatric NP - Primary Care)
Department of Surgery/Otolaryngology
- Lingual Frenotomy

Logan C. Renfert, PA
Department of Neurology
- Lumbar Puncture

Sadie E. Siarkiewicz, PA
Department of Urology
- Ureteral Stent Removal
Corey L. Smith, NP (Adult Gerontology Acute Care NP)
Department of Medicine/Allergy, Pulmonary & Critical Care
- Arterial Line Insertion

Bridget M. Sullivan, NP (Family Nurse Practitioner)
Department of Medicine/Allergy, Pulmonary & Critical Care (as part of status change)
- Adult NP Core Privileges
- NP Pulmonary Core Privileges
- Prescriptive Authority

Transfer

Laura A. Christ, PA, Physician Assistant
Transfer to Department of Medicine/Hematology, Oncology, and Palliative Care (add privileges)
- PA Hematology Oncology Core Privileges: Privileges to manage and treat patients with documented or possible hematologic and oncologic diseases.

Hanna L. Duncan, PA, Physician Assistant
Transfer to Department of Medicine/Hematology, Oncology, and Palliative Care (add privileges)
- PA Hematology Oncology Core Privileges: Privileges to manage and treat patients with documented or possible hematologic and oncologic diseases.

Lacey J. Kumar, NP (Adult Gerontology Primary Care NP)
Transfer to Department of Surgery/Transplant (add privileges)
- Adult NP Core Privileges
- NP Transplant Surgery Core
- Prescriptive Authority

Focused Professional Practice Evaluation Review

The following focused review applications have been endorsed by the UWHC Credentials Committee and the appropriate peer committee, if applicable, and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
<th>Department/Section</th>
<th>Staff Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adams, Leslie L., NP</td>
<td>Medicine/Geriatrics</td>
<td>APN</td>
</tr>
<tr>
<td>Bradstreet, Laura J., NP</td>
<td>Pediatrics/Gastroenterology</td>
<td>APN</td>
</tr>
<tr>
<td>Canales, Kathleen Dawn T., NP</td>
<td>Medicine/Geriatrics</td>
<td>APN</td>
</tr>
<tr>
<td>Gerovac, Brittany K., PA</td>
<td>Family Medicine and Community Health</td>
<td>PA</td>
</tr>
<tr>
<td>Hall, Paulina A., PA</td>
<td>Medicine/Hospital Medicine</td>
<td>PA</td>
</tr>
<tr>
<td>Heid, Anna E., PA</td>
<td>Emergency Medicine</td>
<td>PA</td>
</tr>
<tr>
<td>Legro, Kelsey A., DO</td>
<td>Pediatrics/General</td>
<td>Active Staff</td>
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<tr>
<td>McCulley, Daniel J., MD</td>
<td>Medicine/Geriatrics</td>
<td>Active Staff</td>
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<tr>
<td>Mesdjian, Kali R., NP</td>
<td>Urology/General</td>
<td>APN</td>
</tr>
<tr>
<td>Schiffer, Dominique H., MD</td>
<td>Anesthesiology/General</td>
<td>Active Staff</td>
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<tr>
<td>Segal, Michael A., MD</td>
<td>Medicine/Hospital Medicine</td>
<td>Active Staff</td>
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<tr>
<td>Stilgenbauer, Hutch, MD</td>
<td>Emergency Medicine</td>
<td>Active Staff</td>
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<tr>
<td>Thims, Joey L., NP</td>
<td>Medicine/Allergy, Pulmonary &amp; Critical Care</td>
<td>APN</td>
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<tr>
<td>Ward, Jordan L., MD</td>
<td>Obstetrics and Gynecology/General Ob &amp; Gyn</td>
<td>Active Staff</td>
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<tr>
<td>Wiesen, Mary E., NP</td>
<td>Pediatrics/Nephrology</td>
<td>APN</td>
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<tr>
<td>Yelk, Jason A., DO</td>
<td>Medicine/Hospital Medicine</td>
<td>Active Staff</td>
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<tr>
<td>Young, Ethan J., DO</td>
<td>Emergency Medicine</td>
<td>Active Staff</td>
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<tr>
<td>Zupanc, Mary L., MD</td>
<td>Neurology/Pediatric Neurology</td>
<td>Active Staff</td>
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</tbody>
</table>

Focused Professional Practice Evaluation Review- Additional Privileges
The following focused review applications have been endorsed by the UWHC Credentials Committee and the appropriate peer committee, if applicable, and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
<th>Department/Section</th>
<th>Status</th>
<th>Addl Priv</th>
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<tr>
<td>Ament, Ellie M., NP</td>
<td>Medicine/Hem, Onc, and Pal Care</td>
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<td>Bone Marrow Biopsy</td>
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<td>Bachhuber, Anne R., NP</td>
<td>Medicine/General Internal</td>
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<td>Berka, Ashley N., NP</td>
<td>Obstetrics and Gynecology/MFM</td>
<td>APN</td>
<td>IUD Insertion and Nexplanon Insertion</td>
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<td>Christ, Laura A., PA</td>
<td>Surgery/Cardiothoracic</td>
<td>PA</td>
<td>Chest Tube Removal and Epicardial Pacemaker Wire Removal</td>
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<td>Gannon-Loew, Kathryn E., MD</td>
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<td>IUD and Nexplanon Procedures</td>
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<td>Psychiatry</td>
<td>Psych</td>
<td>Group Therapy</td>
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<td>Halliday, Stephen J., MD</td>
<td>Medicine/Allergy, Pulm &amp; Crit Care</td>
<td>Active</td>
<td>Advanced Ventilator Management</td>
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<td>Hansmann, Kellia J., MD</td>
<td>Family Medicine</td>
<td>Active</td>
<td>Hospital Medicine Core Privileges</td>
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<td>Katterheinrich, Sarah M., NP</td>
<td>Radiology/Interventional</td>
<td>APN</td>
<td>Drain Removal; G-tube exchange; Tunneled Central line removal</td>
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<td>Klemme, Joanie E., PA</td>
<td>Radiology/Interventional</td>
<td>PA</td>
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<td>Point of Care Emergency Ultrasound</td>
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<td>Pappas, Kelly H., NP</td>
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<td>APN</td>
<td>IUD Insertion/Placement</td>
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<td>Shaw, Jeremiah J., MD</td>
<td>Family Medicine</td>
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<td>Hospital Medicine Core Privileges</td>
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<td>Skaife, Samantha J., NP</td>
<td>Neurological Surgery</td>
<td>APN</td>
<td>CSF Removal from a line and Arterial Line Placement</td>
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<td>Teelin, Joy L., NP</td>
<td>Surgery/Cardiothoracic</td>
<td>APN</td>
<td>Arterial Line Insertion, Chest Tube Removal and Epicardial Pacemaker Wire Removal</td>
</tr>
</tbody>
</table>
Executive Summary

University of Wisconsin Medical Foundation, Inc. Transfer of Membership Interest in Madison Surgery Center, Inc. to University of Wisconsin Hospitals and Clinics Authority
EXECUTIVE SUMMARY

TO: UWHCA Board of Directors

DATE: June 22, 2023

RE: UWMF Transfer of Membership Interest in Madison Surgery Center, Inc. to UWHCA

University of Wisconsin Hospitals and Clinics Authority Board of Directors,

The Madison Surgery Center, Inc. (“MSC”) has three corporate members including University of Wisconsin Medical Foundation, Inc. (“UWMF”), University of Wisconsin Hospitals and Clinics Authority (“UWHCA”), and Meriter Hospital, Inc. d/b/a UnityPoint Health – Meriter (“Meriter”).

Currently, the MSC financial results are recorded as non-operating income/loss by the percentage of ownership on UW Health financial statements. UW Health would like to present MSC results as operating income/margin in the UW Health consolidated statements. Representatives from UW Health’s Department of Finance and Office of Corporate Counsel consulted with our financial and tax consultants at RSM to determine how to accomplish our desire. Based on that consultation, it was concluded that if UWHCA can meet certain criteria, (which we believe it can), the most notable being that UWHCA holds a majority membership interest in MSC, then MSC can be considered a component unit of UWHCA which will enable UWHCA to report MSC’s financials as part of the consolidated financial reporting by UWHCA. Thus, pursuant to the recommendation of UW Health leadership, UWMF is proposing to transfer its membership interest it has in MSC to UWHCA to be effective as of the commencement of the new fiscal year.

This transfer of ownership would also include the transfer of two (2) MSC Director seats to UWHCA, resulting in UWHCA having four (4) Directors and Meriter having two (2) Directors on the MSC Board. As Directors are Member-appointed, we would request reappointment of the two UWMF-appointed Directors (Ms. Kelsie Doty and Dr. Deborah Rusy) as UWHCA-appointed Directors. Additionally, Ms. Doty would be reappointed as MSC Corporation President by UWHCA.

The MSC Board of Directors reviewed the transaction and endorsed the proposed membership interest transfer.

The membership transfer of UWMF to UWHCA and the following proposed documents that have been drafted and/or amended are included with the attached resolution:

1) Assignment and Assumption of Membership Interest Agreement
2) Articles of Amendment to MSC’s Amended and Restated Articles of Incorporation
3) A redline copy of the Amended and Restated MSC Bylaws
4) the Amended and Restated Management Services Agreement Between MSC and UWMF

On behalf of Corporate Members UWMF and UWHCA, we are requesting the UWHCA Board of Directors approve the UWMF membership interest transfer to UWHCA and to adopt/approve the aforementioned documents.
Resolution

University of Wisconsin Medical Foundation, Inc. Transfer of Membership Interest in Madison Surgery Center, Inc. to University of Wisconsin Hospitals and Clinics Authority
RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

UWMF Transfer of Membership Interest in Madison Surgery Center, Inc. to UWHCA

June 22, 2023

WHEREAS, the University of Wisconsin Medical Foundation, Inc. (“UWMF”), the University of Wisconsin Hospitals and Clinics Authority (“UWHCA” and with UWMF, collectively, “UW Health”), and Meriter Hospital, Inc. (“Meriter”) are the corporate members (collectively, the “Members”) of Madison Surgery Center, Inc., a Wisconsin nonprofit, nonstock corporation (the “Corporation”);

WHEREAS, pursuant to Article 3, Section 4 of the UWMF Bylaws, UWHCA may act on UWMF’s behalf in exercising UWMF’s powers with respect to any corporation, association, partnership, trust, joint venture, or other entity wholly or partially owned or controlled by UWMF; and

WHEREAS, UW Health executive leadership is proposing to assign, transfer, and convey its membership interest in the Corporation to UWHCA pursuant to the Assignment and Assumption of Membership Interest Agreement (“Agreement”), a draft of which is attached hereto as Exhibit A;

WHEREAS, UWMF’s assignment, transfer, and conveyance of its membership interest requires the consent of the Corporation’s members and will further require changes to the Corporation’s Amended and Restated Articles of Incorporation and its Amended and Restated Bylaws which are respectively reflected in attached Exhibits B and C which will include UWHCA securing two (2) additional Director appointments to Corporation’s Board of Director and the power to appoint the President of the Corporation;

WHEREAS, UWMF’s assignment, transfer, and conveyance of its membership interest also will require changes to the Amended and Restated Management Services Agreement (“MSA”) between the Corporation and UWMF. The changes are reflected in the proposed Amendment to the MSA, attached hereto as Exhibit D;

WHEREAS, UW Health executive leadership recommends that upon the approval by all the Corporation’s members of UWMF’s transfer of its membership interest, the current Corporation President, Ms. Kelsie Doty, (“Ms. Doty”), and Board Directors, Ms. Doty and Dr. Deborah Rusy (“Dr. Rusy”), who are currently serving the Corporation and who were previously appointed by UWMF, be appointed by UWHCA to serve the Corporation in the following manners: Ms. Doty will serve as UWHCA-appointed Corporation President for a one (1) year term effective July 1, 2023, and as Corporation Board Director for a two (2) year term effective July 1, 2023, and Dr. Rusy will serve as UWHCA-appointed Corporation Board Director for a two (2) year term effective July 1, 2023, and all of those individuals shall be ratified and approved as appointments of UWHCA;

WHEREAS, Section 3.10 of the Corporation’s Amended and Restated Bylaws provide that unless otherwise provided by the Members, the amendment, restatement, alteration or repeal of the Articles of Incorporation or the Bylaws of the Corporation requires the affirmative vote of all Directors in office at the time such action is taken. UW Health executive leadership recommends the Corporation’s members provide/resolve that no approval by the Corporation’s Directors shall be required to effectuate the changes to the Amended and Restated Articles of Incorporation and its Amended and Restated Bylaws which are respectively reflected in attached Exhibits B and C;

WHEREAS, the UWHCA Board of Directors has reviewed the attached exhibits and desire to
consent to UWMF’s transfer of its membership interest in the Corporation to UWHCA, to approve the other exhibits presented for approval, and to accept UW Health executive leadership’s recommendations stated above; and

WHEREAS, UWHCA does hereby adopt the following resolutions effective June 30, 2023.

NOW THEREFORE BE IT RESOLVED, the UWHCA’s Board of Directors resolves on behalf of Members UWMF and UWHCA as follows:

RESOLVED, that UWMF’s proposed assignment, transfer, and conveyance of its membership interest in the Corporation to UWHCA as more specifically set forth in attached Exhibit A is authorized, consented to, approved, and ratified in all respects; and

RESOLVED, that the proposed Articles of Amendment to the Amended and Restated Articles of Incorporation for Corporation, as set forth in Exhibit B, and the red line changes reflected in Corporation’s Amended and Restated Bylaws, as set forth in Exhibit C, are authorized, consented to, approved, and ratified in all respects; and

RESOLVED, that the proposed amendment to the MSA, as set forth in Exhibit D, is hereby authorized, consented to, approved, and ratified in all respects; and

RESOLVED, that each of the officers of the Corporation be, and each of them hereby is, acting singly or jointly, authorized, empowered, and directed, in the name of and on behalf of the Corporation to execute, deliver, and perform the Corporation’s obligations under the MSA, as amended by the amendment set forth in Exhibit D; and

RESOLVED, that upon the approval by all members of the transfer of UWMF’s membership interest in Corporation, Corporation President, Ms. Doty, and Board Directors, Ms. Doty and Dr. Rusy, who are currently serving the Corporation and who were previously appointed by UWMF, shall be appointed by UWHCA to serve the Corporation in the following manners: Ms. Doty will serve as UWHCA-appointed Corporation President for a one (1) year term effective July 1, 2023, and as Corporation Board Director for a two (2) year term effective July 1, 2023; and Dr. Rusy will serve as UWHCA-appointed Corporation Board Director for a two (2) year term effective July 1, 2023, and all of those individuals shall be ratified and approved as appointments of UWHCA; and

RESOLVED, that all actions previously taken by any officer, agent, director, or attorney of the Corporation or UWHCA relating to the above resolutions and the transactions contemplated in connection therewith, are hereby adopted, ratified, confirmed, and approved in all respects as to the acts and deeds of the Corporation and UWHCA;

RESOLVED, that each director, officer, and/or attorney of UWHCA, is, singly or jointly, authorized, empowered and directed to take any and all actions as may be necessary, appropriate, convenient, proper or advisable in furtherance of, or to effectuate the matters contemplated by these resolutions including the authority to subsequently make and agree to modifications to any of the exhibits attached hereto if such individual(s) determines such modifications to be necessary and appropriate in her/his sole discretion. Any such modifications made or agreed to by such individual(s) and which is agreed to by authorized representatives of the other Members shall be deemed and presumed to be approved by UWHCA; and

RESOLVED, that no approval by the Corporation’s Directors shall be required to effectuate the changes to the Amended and Restated Articles of Incorporation and its Amended and Restated Bylaws
which are respectively reflected in attached Exhibits B and C and that approval of UWMF’s transfer of membership interest to UWHCA described herein shall only require the approval of the Corporation’s members.
EXHIBIT A

Assignment and Assumption of Membership Interest Agreement
ASSIGNMENT AND ASSUMPTION OF MEMBERSHIP INTEREST AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION OF MEMBERSHIP INTEREST AGREEMENT ("Agreement") dated as of June 30, 2023 ("Effective Date") is entered into by and between University of Wisconsin Medical Foundation, Inc., a Wisconsin nonstock, nonprofit corporation ("Assignor"), and University of Wisconsin Hospitals and Clinics Authority (the "Assignee").

RECITALS:

WHEREAS, Madison Surgery Center, Inc. is a nonstock, nonprofit corporation organized and existing under the laws of the State of Wisconsin (the "Corporation") and the following three members hold equal membership interests in the Corporation: Assignor, Assignee, and Meriter Hospital, Inc. (each individually a "Member" and collectively the "Members"). Corporation previously adopted Amended and Restated Bylaws with an effective date of April 30, 2008 ("Bylaws") which, among other things, set forth the rights, obligations, and responsibilities of the Members; and

WHEREAS, Assignor proposes to assign, transfer, and convey to Assignee its membership interest and all of its rights, title, and interest in the Corporation ("Assigned Interest"). Assignee intends to accept Assignor’s assignment, transfer, and conveyance of its Assigned Interest. Assignor and Assignee enter into this Agreement to memorialize their intent and set forth the terms and conditions associated with the transfer of the Assigned Interest.

ASSIGNMENT AND ASSUMPTION AGREEMENT:

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Recitals.** The above Recitals are true and correct and incorporated into this Agreement.

2. **Assignment of Membership Interest.** Assignor hereby assigns, transfers, and conveys to Assignee all of Assignor’s rights, title, and interests in and to the Assigned Interest.

3. **Acceptance, Assumption and Indemnity by Assignee.** The Assignee (a) accepts the assignment of all of the Assignor’s rights, title, and interests in and to the Assigned Interest, (b) agrees to be bound by all of the terms, covenants and conditions of the Corporation’s Bylaws which shall be amended, restated, and adopted by the Corporation as of the Effective Date of this Agreement to effectuate the transfer of the Assigned Interest to Assignor, and (c) assumes the obligations and liabilities of the Assignor that may arise from its Assigned Interest in the Corporation. As of the Effective Date and thereafter, the Assignor shall not have any rights, interests, obligations, or liabilities with respect to the Assigned Interest.

4. **Release and Termination.** Assignee hereby releases the Assignor from all obligations related to the Assigned Interest or as otherwise incurred by Assignor.
5. **Further Assurances.** Both Assignor and Assignee acknowledge and agree they have voluntarily consented to Assignor’s assignment, transfer, and conveyance of the Assigned Interest in the Corporation on the terms and conditions set forth in this Agreement. Assignor and Assignee hereby covenant and agree to execute and deliver, or cause to be executed and delivered, and to do or make, or cause to be done or made, any and all instruments, papers, deeds, acts or things, supplemental, confirmatory or otherwise, as may be reasonably required for the purpose of effecting the assignment, transfer, and conveyance of the Assigned Interest.

6. **Completeness and Modification.** This Agreement constitutes the entire agreement between the parties hereto as to the subject matter hereof and supersedes all prior discussions, understandings, or agreements between the parties hereto. The parties intend this Agreement and all actions set forth under it to be effective as of the Effective Date.

7. **Counterparts.** To facilitate execution, this Agreement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of both parties hereto appear on each counterpart hereof, and it shall be sufficient that the signature on behalf of each party hereto appear on one or more such counterparts. All counterparts shall collectively constitute a single agreement. This Agreement (or counterpart thereof) signed by one or more of the parties and delivered by facsimile or other electronic means shall be effective as an original.

(SIGNATURE PAGE TO FOLLOW)
IN WITNESS WHEREOF, Assignor and Assignee have caused this Agreement to be duly executed by their duly authorized representatives as of the date of this Agreement.

ASSIGNOR:
UNIVERSITY OF WISCONSIN MEDICAL FOUNDATION, INC.

By: _______________________________
Name: ______________________________
Title: ______________________________

ASSIGNEE:
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

By: _______________________________
Name: ______________________________
Title: ______________________________

CONSENT TO ASSIGNMENT
The undersigned executes this Agreement to evidence its consent to the assignment, transfer, and conveyance of the Assigned Interest from UNIVERSITY OF WISCONSIN MEDICAL FOUNDATION, INC. to UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY.

MERITER HOSPITAL, INC.

By: _______________________________
Name: ______________________________
Title: ______________________________
EXHIBIT B

Articles of Amendment to the
Amended and Restated Articles of Incorporation of Madison Surgery Center, Inc.
ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MADISON SURGERY CENTER, INC.

Madison Surgery Center, Inc. (“Corporation”), a corporation organized and existing under Chapter 181 of the Wisconsin Statutes, does hereby certify that its existing Amended and Restated Articles of Incorporation were duly amended as follows:

RESOLVED, that Articles IV, V, and XI of the Amended and Restated Articles of Incorporation are hereby amended to read as follows:

ARTICLE IV
MEMBERS

The Corporation shall have one (1) class of two (2) Members whose rights and obligations with respect to voting, dissolution, redemption, transfer, and otherwise are set forth in the Amended and Restated Articles of Incorporation, the Amended and Restated Bylaws of the Corporation (“Bylaws”), and Chapter 181 of the Wisconsin Statutes. Member(s), as defined below, shall be admitted, suspended, expelled, or terminated pursuant to the Bylaws of the Corporation. The Members of the Corporation are University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) who shall possess a Sixty-Six and 7/10 percent (66.7%) membership interest in the Corporation and who shall be entitled to two (2) Member votes, and Meriter Hospital, Inc., a Wisconsin nonstock, nonprofit corporation (“Meriter”) who shall possess a Thirty-Three and 3/10 percent (33.3%) membership interest in the Corporation and who shall be entitled to one (1) Member vote. In the event a Member terminates, the Corporation shall not be in violation of these Articles of Incorporation and the remaining Member shall amend these Amended and Restated Articles of Incorporation and the Bylaws as it/they deem appropriate.

ARTICLE V
BOARD OF DIRECTORS

Except as provided in Chapter 181 of the Wisconsin Statutes, the affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but for the sake of clarity, UWHCA shall appoint four (4) Directors, and Meriter shall appoint two (2) Directors. In the event the number of Directors ever decreases, it shall never decrease to less than three (3) Directors and no matter what the number of Directors is, UWHCA shall always appoint the majority of the Directors.

ARTICLE XI
DISSOLUTION AND LIQUIDATION

The Corporation may be dissolved upon the adoption of a plan of dissolution in the manner now or hereafter provided in the Wisconsin Statutes and in the Bylaws. In the event of dissolution
of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefor; and

(2) Remaining asset shall be distributed to (i) each existing Member that at the time of dissolution is exempt from federal taxation under Section 501(c)(3) of the Code in accordance with their proportionate membership interest in the Corporation, or, (ii) if the existing Member does not meet the aforementioned requirement, then the proportionate share of assets intended for the non-qualifying Member shall be distributed to one or more organizations recognized as exempt from federal taxation under Section 501(c)(3) of the Code and selected by the non-qualifying Member.

This amendment was duly adopted and approved by Corporation’s Members in accordance with Corporation’s Bylaws effective June 30, 2023. Unless modified by this amendment all other Articles of the Amended and Restated Articles of Incorporation remain unchanged and in full force and effect.

[Signatures on Next Page]
Dated this 30th day of June, 2023.

By: ________________________________
Name: ______________________________
Title: ______________________________

This document was drafted by and is returnable to:

Attorney Daniel P. Kirschnik
University of Wisconsin Hospitals and Clinics Authority
Office of Corporate Counsel
7974 UW Health Court
Middleton, WI 53562
AMENDED AND RESTATED BYLAWS

OF

MADISON SURGERY CENTER, INC.

(Effective April 30, 2008, 2023)

Madison Surgery Center, Inc., a nonstock, nonprofit corporation organized and existing under the laws of the State of Wisconsin (the “Corporation”), hereby adopts the following amended and restated bylaws (these “Bylaws”):

ARTICLE I
OFFICES

1.01 Principal and Business Offices. The principal office of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the registered office of the Corporation, and the address of the Corporation’s principal office may be changed from time to time by the Board of Directors of the Corporation (the “Board” and, each Director thereon, a “Director”). The business office of the Corporation may be, but need not be, identical to such principal office and may be changed as the Board may designate or as the business of the Corporation may require from time to time.

1.02 Office of the Registered Agent. The office of the registered agent of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of the Corporation in the State of Wisconsin, and the address of the office of the registered agent may be changed from time to time by the Board or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

ARTICLE II
MEMBERS

2.01 Membership. The Corporation shall have two three (23) members (each a “Member” and collectively, the “Members”) consisting of University of Wisconsin Medical Foundation, Inc., a Wisconsin nonstock, nonprofit corporation (“UWMF”), University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) and Meriter Hospital, Inc., a Wisconsin nonstock, nonprofit corporation (“Meriter”), and University of Wisconsin Hospitals and Clinics Authority (“UWH”). UWCHA shall possess a Sixty-Six and 7/10 percent (66.7%) membership interest in the Corporation and Meriter shall possess a Thirty-Three and 3/10 percent (33.3%) membership interest in the Corporation. In the event the membership of a Member terminates, the Corporation shall not be in violation of these Bylaws and the remaining Members shall amend these Bylaws as they deem appropriate.

2.02 Member Rights and Obligations; Voting. Each Member shall have such rights and obligations as are provided in Chapter 181, Wisconsin Statutes (the “Act”), the Corporation’s
Articles of Incorporation, as amended (the “Articles of Incorporation”) and these Bylaws. UWHCA shall be entitled to two (2) Members votes and Meriter shall be entitled to one (1) Member vote. Each Member shall be entitled to one (1) vote.

2.03 Transferability of Membership. No Member may transfer its membership unless approved by all Members.

2.04 Termination of Membership.

(a) Involuntary Termination. The membership of any Member may be terminated by the approval of all of the Members not the subject of the termination, but only if the Member whose membership is to be terminated:

1. is no longer an organization recognized by the Internal Revenue Service as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or

2. is merged into another entity and the Member is not the surviving entity.

(b) Automatic Termination. The membership of any Member shall be automatically terminated:

1. at such time as when the Member is dissolved, or

2. at such time as when such Member is (i) adjudicated bankrupt, (ii) makes an assignment for the benefit of creditors, (iii) files a voluntary petition in bankruptcy, (iv) becomes subject to an order for relief under the federal bankruptcy laws, or (v) seeks, consents or acquiesces in the appointment of a court appointed trustee or receiver.

(c) Voluntary Termination. Any Member may terminate its membership at any time by providing written notice of termination to the Secretary.

(d) Effect of Termination. Upon termination of a Member’s membership, such Member shall immediately no longer be a Member of the Corporation for any purpose and shall have no rights, powers or authority of a Member including with respect to the receipt of distributions whether in liquidation or otherwise. Further, no Member shall be entitled to any return of any contribution made by such Member to the Corporation. Termination of a membership of a Member shall not relieve such Member of any obligations or liabilities of such Member pursuant to the Act or any agreement between such Member and the Corporation or any other Member.

2.05 Annual Meeting of Members. The annual meeting of the Members shall be held in the first quarter of each year at a date, time, and place determined by the Members. Such meeting shall be for the purpose of appointing Directors and the transaction of such business as may come before the meeting. Failure to hold an annual meeting at the designated time shall not cause a forfeiture or dissolution of the Corporation.
2.06 Regular Meetings of the Members. The Members may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

2.07 Special Meetings of Members. Special meetings of the Members may be called by the President, the Board, or any Member.

2.08 Notice of Members' Meetings. Written Notice of meetings of the Members shall be given by telephone or by written notice delivered personally, by mail, facsimile, e-mail, or electronic transmission to each Member at its business address or at such other address as such Member shall have designated in writing filed with the Secretary. Notice in the case of telephone, personal delivery, facsimile, e-mail, or electronic submission shall be given not less than forty-eight (48) hours prior to the time of the meeting. If mailed, such notice shall be delivered at least five (5) days prior to the meeting and shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If sent by facsimile, e-mail or electronic submission, notice shall be considered delivered at 8:00 a.m. on the next following business day. Whenever any notice whatever is required to be given to any Member of the Corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Member entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at any meeting of the Members needs to be specified in the notice or waiver of notice of such meeting stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be communicated or sent not less than five (5) days before the date of the meeting, unless a longer time is required under the then current provisions of the Act, the Articles of Incorporation or these Bylaws, as amended. The notice shall be delivered either personally or by mail, by or at the direction of the President, the Secretary, or other Officer or person calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage thereon prepaid.

2.09 Quorum. All Members shall constitute a quorum at a meeting of Members.

2.10 Manner of Acting. Unless otherwise provided in these Bylaws, all actions requiring Member approval must be approved by all the Members of the Corporation.

2.11 Member Approval Matters. In addition to any other actions requiring the approval of the Members pursuant to the Act, the Articles of Incorporation or these Bylaws, the following actions shall require the approval of the Members:

(a) Merger, consolidation or dissolution of the Corporation;

(b) A sale, lease, exchange, or other disposition of all, or substantially all, the property or assets of the Corporation;
(c) Execution, amendment, or termination of any agreement between the Corporation and any Member, except that the consent of the Member a party to such agreement shall not be required;

(d) Any sale, assignment, gift, or other transfer of all or any portion of a membership interest in the Corporation held by a Member; and

(e) Admit a new Member;

(f) Subject to any limitation provided under the Act or the Articles of Incorporation, amendment, restatement, alteration or repeal of the Articles of Incorporation or the Bylaws of the Corporation, or the adoption of new Articles of Incorporation or bylaws;

(g) The call for additional contributions from Members to the Corporation or assessments against the Members; and

(e) Any distribution of assets of the Corporation to one or more Members.

2.12 Conduct of Meetings. The President or, in his or her absence, any Member, shall call each meeting of the Members to order and shall act as the chairperson of such meeting. The Secretary shall record the minutes of the meeting and file such minutes in the Corporation’s minute book.

2.13 Consent Without Meeting. Any action required or permitted by the Act, the Articles of Incorporation, or these Bylaws to be taken by the Members at a meeting may be taken without a meeting if a consent in writing setting forth the actions so taken is signed by all the Members required to take such action.

2.14 Meeting by Telephone or by Other Communication Technology. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Members at a meeting may be taken through the use of communications by which (a) all participating Members may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating Member and each participating Member is able to immediately send messages to all other participating Members.

ARTICLE III
BOARD OF DIRECTORS

3.01 General Powers; Number. The business and affairs of the Corporation shall be managed by the Board. The Board shall consist of six (6) Directors.

3.02 Appointment; Removal; Vacancies. Each Member of WWHCA shall appoint four Directors and Meriter shall appoint two Directors. A Director may be removed at any time and for any reason by the Member who appointed such Director. Upon the expiration of a
Director’s term, or the death, resignation or removal of a Director, the Member that appointed such Director shall appoint his or her successor.

3.03 Tenure. Except as otherwise determined by all the Members, each Director shall hold office for a term of two (2) years or until his or her successor has been elected, or until his or her prior death, resignation or removal. There shall be no term limits imposed on any Director. A Director may resign at any time by filing his or her written resignation with the Secretary of the Corporation. Subject to Section 5.02, Directors need not be officers of the Corporation; however, a Director may be an officer of the Corporation. Upon termination of the membership of a Member, the Directors appointed by such Member shall be deemed to have resigned.

3.04 Annual Meetings. The Annual Meeting of the Board shall be held each year immediately after the annual meeting of the Members at the same location.

3.05 Regular Meetings. The Board may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution. The Board shall meet at least quarterly.

3.06 Special Meetings. Special meetings of the Board may be called by or at the request of the President, Vice President or any Director. The person or persons calling any special meeting of the Board may fix any place as the place for holding any special meeting of the Board, and if no place is fixed, the place of meeting shall be the principal business office of the Corporation.

3.07 Notice; Waiver. Notice of special meetings of the Board shall be given by telephone or by written notice delivered personally by mail, facsimile, electronic mail, facsimile or by electronic transmission to each Director at his/her address as such Director shall have designated in writing filed with the Board. Notice in the case of by telephone, personal delivery, facsimile, e-mail or electronic transmission shall be given not less than forty-eight (48) hours prior to the time of the meeting. If mailed, such notice shall be delivered at least five (5) days prior to the meeting and shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If sent by facsimile, e-mail or electronic mail transmission, notice shall be considered delivered at 8:00 a.m. on the next following business day. Whenever any notice is required to be given to any Director of the Corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of such notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting of the Board shall be specified in the notice of such meeting. No notice need be given for an annual meeting held pursuant to Section 3.04 or a regular meeting held pursuant to Section 3.05.

3.08 Quorum. Except as otherwise provided by law, by the Articles of Incorporation or these Bylaws, three Directors (with at least one (1) Director appointed by each Member present and two (2) Directors appointed by UWHCA present) shall constitute a quorum for the transaction of business at any meeting of the Board but a majority of Directors present (though less than a quorum) may adjourn the meeting from time to time without further notice.
3.09 **Manner of Acting.** Unless otherwise required by the Articles of Incorporation, these Bylaws, or the Act, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, provided that such majority vote is inclusive of at least one (1) Director appointed by each Member approving such act including but not limited to the following: unless the act of a greater number is required by the Act, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, no action by the Board shall be approved unless at least one Director appointed by each Member approves such action; provided, however, in situations involving a conflict of interest in which one or more Directors have recused themselves because such Director’s or Directors’ conflict is created by the relationship such Director or Directors have with the Member who appointed such Director or Directors, the consent of such Director or Directors appointed by such Member shall not be required.

3.10 **Unanimous Director Approval Matters.** Unless otherwise provided by the Members, the following actions shall require the affirmative vote of all Directors in office at the time such actions are intended to be taken:

(a) The establishment, formation, acquisition, merger, consolidation or dissolution of any subsidiary of the Corporation;

(b) Approval of and any amendment to contracts for laboratory, pharmacy, radiology and blood bank services, provided no Member is a party to such contract;

(c) Approval or removal of persons to serve as Administrative Director, Nursing Director, or Medical Director/Chief of Staff;

(d) Subject to Sections 5.02 and 5.03, election and removal of the officers of the Corporation;

(e) All material structural or organizational matters relating to the Operations Committee, including determining the size of the Operations Committee, the appointment or removal of members thereof, and the approval or modification of the Medical Staff Operating Bylaws;

(f) The adoption of the operating and capital budgets of the Corporation and the strategic plans for the Corporation;

(g) Expenditures in excess of or not accounted for in the capital and operating budgets of the Corporation, in either case by more than $100,000;

(h) The incurring by the Corporation of indebtedness for borrowed funds in excess of or not accounted for in the capital and operating budgets; and/or

(i) Subject to Section 2.11(c), the sale, lease or other disposition or encumbrance of any asset or right of the Corporation not provided for in the capital or operating budgets of the Corporation that has a fair market value in excess of $100,000.
(j) Subject to any limitation provided under the Act or the Articles of Incorporation, amendment, restatement, alteration or repeal of the Articles of Incorporation or the Bylaws of the Corporation, or the adoption of new Articles of Incorporation or bylaws;

(k) The call for additional contributions from Members to the Corporation or assessments against the Members; and

(l) Any distribution of assets of the Corporation to one or more Members.

3.113.10 Conduct of Meetings. The President shall call a meeting of the Board to order and shall act as the chairperson of such meeting. In the President’s absence, the Vice President shall act in his or her place as chairman of such meeting. The Secretary shall record the minutes of the meeting and file such minutes in the Corporation’s minute book.

3.123.11 Compensation. Unless approved by the Members, no compensation shall be paid to any Director for serving as a member of the Board, except that a Director may be reimbursed for expenses actually incurred by such Director in carrying out any activity of this Corporation if approved by the Board.

3.133.12 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board or a committee thereof of which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such a right to dissent shall not apply to a Director who voted in favor of such action.

3.143.13 Written Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board at a meeting may be taken without a meeting if a consent in writing or other means permitted by the Act setting forth the actions so taken, shall be signed by at least two-thirds majority of the Directors then in office provided that such action is approved by at least one (1) Director appointed by each Member; provided, however, any matter described in Section 3.10 shall require the unanimous written consent of all the Directors then in office.

3.153.14 Meetings by Telephone or Other Electronic Means. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board or a committee of the Board at a meeting may be taken through the use of any means of communication by which (a) all participating Directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors.

3.163.15 Conflict of Interest. The Board shall adopt and maintain a conflict of interest policy consistent with the Regulations of the IRS for nonprofit, tax-exempt § 501(c)(3) organizations and Wisconsin law.
ARTICLE IV
OPERATIONS COMMITTEE

4.01 Creation; Advisory Purpose. The Corporation shall have an Operations Committee. The Operations Committee is an advisory committee only and has no power or authority to bind the Corporation in any manner, nor does it have any authority of the Board or the ability to act on behalf of the Board or the Corporation.

4.02 Number and Qualifications. The Operations Committee shall consist of such number of members with such qualifications as determined by the Board from time to time in accordance with the requirements contained in Section 3.4009.

4.03 Tenure and Appointment. All Operations Committee members will be appointed for such period as determined by the Board. Any person appointed as an Operations Committee member shall serve until his or her death, resignation or removal, or until a successor has been appointed. An Operations Committee member may resign at any time by filing his or her written resignation with the Board.

4.04 Duties. The Operations Committee shall report to the Board. In addition to other duties as the Board may designate from time to time, the Operations Committee’s duties shall include making recommendations to the Board with respect to:

(a) The appointment and re-appointment to the Medical Staff; the grant, revocation, termination, or modification of clinical privileges; decisions regarding courses of action with respect to peer review; and the appointment of the Chief of Staff; responsibilities, credentialing or clinical privileges of employees of the Corporation and others, who are not officers or Directors of the Corporation; and

(b) The promulgation of Medical Staff Operating Bylaws related to the provision of medical services by the Corporation.

ARTICLE V
CORPORATION OFFICERS

5.01 Number and Qualifications. The officers of the Corporation shall be the President, one or more Vice Presidents, Secretary, Treasurer, the Administrative Director and such other officers as determined by the Board. Subject to Section 5.02, officers shall be elected by the Board; one or more offices may be held by a single individual; and officers need not be Directors, however, an officer may be a Director.

5.02 Election and Term of Office. Except as otherwise provided herein, the officers of the Corporation shall be elected by unanimous agreement of the majority vote of the Directors that is inclusive of at least one (1) vote of a Director appointed by each Member approving such election at the Annual Meeting of the Board. Each officer shall hold office for a term of one (1) year and until a successor shall have been duly elected and qualified or until his or her prior death, resignation or removal. Notwithstanding the foregoing, For so long as there exists a Management Services Agreement between UWWMF and the Corporation, the President shall be appointed by UWHCAMF and that individual must also be a Director appointed by UWHCAMF.
5.03 Removal. Any officer or agent may be removed by a majority vote of the Board that is inclusive of at least one (1) vote of a Director appointed by each Member approving such action by unanimous agreement of the Directors whenever in its judgment the best interests of the Corporation will be served thereby; provided, however, for so long as there exists a Management Services Agreement between UWMF and the Corporation, the President may be removed upon approval of Meriter and UW Hospital which such removal shall also cause such person to be removed as a Director.

5.04 Vacancies. Except as provided in Section 5.02, a vacancy in any office because of death, resignation, removal or otherwise, shall be filled by the Board for the unexpired portion of the term.

5.05 President. The President shall preside at meetings of the Board when available (the Board may meet and take action at a meeting notwithstanding the absence of the President). The President shall be the principal executive officer of the Corporation and shall, subject to the control of the Board, in general supervise and control all of the business and affairs of the Corporation. The President shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as he or she shall deem necessary to carry out the purposes of the Corporation, to prescribe their powers, duties, and compensation and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President may delegate to the Administrative Director the authority to perform certain executive and administrative duties as provided in Section 5.09.

5.06 Vice President. In the absence of the President, or in the event of the President’s death or inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties and have such authority as may be assigned to him or her by the President or the Board.

5.07 Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accord with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and (e) in general, perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Board.

5.08 Treasurer. The Treasurer shall in general perform all duties incident to the office of the Treasurer, including oversight of the management of the books and financial records of the Corporation, and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the President or by the Board.

5.09 Administrative Director. The Administrative Director shall report to and be subject to control of the President. The President may, in his or her discretion, delegate to the Administrative Director the authority to carry out his or her duties without specific approval of the
President. Subject to the foregoing, the Administrative Director shall conduct and supervise the daily operations of the Corporation which may include: sign, execute and acknowledge, on behalf of the Corporation, all third-party payor and other contracts, personal property leases, reports and all other documents or instruments necessary or proper to be executed in the ordinary course of the Corporation’s business; hire, supervise and discharge other Corporation employees; maintain or cause to be maintained financial books and records that accurately reflect the business of the Corporation; act as an Authorized Official on behalf of the Corporation for purposes of the Medicare program; and such other duties as may be prescribed by the President from time to time.

5.10 Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board.

ARTICLE VI
CONTRACTS; LOANS; CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

6.01 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors or any other corporation, firm association, or entity in which one or more of its Directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction, if (a) the fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the Directors entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction, but such interested Directors shall abstain from any vote to authorize, approve, or ratify such contract or transaction.

6.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

6.03 Checks, Drafts, Etc. Subject to guidelines promulgated by the Board from time to time, all checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President, Vice
President, Administrative Director, or an agent of the Corporation duly appointed for that purpose or delegated such responsibility.

6.04 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board.

ARTICLE VII

SEAL

The Corporation shall have no corporate seal.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by approval of either all of the Members or all the Directors then in office as provided in Section 3.10, except that this Article VIII and Section 2.11 may be amended only by approval of all of the Members.

ARTICLE IX

DISSOLUTION

The Corporation may be dissolved by approval of all of the Members. Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of pursuant to the Articles of Incorporation, and in accordance with a plan of dissolution approved by all of the Members.

ARTICLE X

INDEMNIFICATION

10.01 Indemnification for Successful Defense. Within 20 days after receipt of a written request pursuant to Section 10.03, the Corporation shall indemnify a Director or officer, to the extent he or she has been successful on the merits or otherwise in the defense proceeding, for all reasonable expenses incurred in the proceeding if the Director or officer was a party because he or she is a Director or officer of the Corporation.

10.02 Other Indemnification.

(a) In cases not included under Section 10.01, the Corporation shall indemnify a Director or officer against all liabilities and expenses incurred by the Director or officer in a proceeding to which the Director or officer was a party because he or she is a Director or officer of the Corporation, unless liability was incurred because the Director or officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

(1) A willful failure to deal fairly with the Corporation in connection with a matter in which the Director or officer has a material conflict of interest.
A violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or not reasonable cause to believe his or her conduct was unlawful.

A transaction from which the Director or officer derived an improper personal profit or benefit.

Willful misconduct.

Determination of whether indemnification is required under this Section shall be made pursuant to Section 10.05.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director or officer is not required under this Section.

10.03 Written Request. A Director or officer who seeks indemnification under Sections 10.01 or 10.02 shall make a written request to the Corporation.

10.04 Nonduplication. The Corporation shall not indemnify a Director or officer under Section 10.01 or 10.02 if the Director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding. However, the Director or officer has no duty to look to any other person for indemnification.

10.05 Determination of Right to Indemnification.

(a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the Director of officer and the Corporation, the Director or officer seeking indemnification under Section 10.02 shall select one of the following means for determining his or her right to indemnification:

(1) By approval of a majority of all Directors then in office that is inclusive of at least one (1) vote of a Director appointed by each Member approving such action, and not at the time parties to the same or related proceedings.

(2) By independent legal counsel selected in the manner prescribed in subparagraph (1).

(3) By a panel of three arbitrators consisting of one arbitrator selected in the manner prescribed in subparagraph (1), one arbitrator selected by the Director or officer seeking indemnification and one arbitrator selected by the two arbitrators previously selected.

(4) By a court under Section 10.09.

(5) By any other method provided for in any additional right to indemnification permitted under Section 10.08.
(b) In any determination under subsection (a), the burden of proof is on the Corporation to prove by clear and convincing evidence that indemnification under Section 10.02 should not be allowed.

(c) A written determination as to a Director’s or officer’s right to indemnification under Section 10.02 shall be submitted to both the Corporation and the Director or officer within 60 days of the selection made under subsection (a).

(d) If it is determined that indemnification is required under Section 10.02, the Corporation shall pay all liabilities and expenses not prohibited by Section 10.04 within 10 days after receipt of the written determination under subsection (c). The Corporation shall also pay all expenses incurred by the Director or officer in the determination process under subsection (a).

10.06 Advance Expenses. Within 10 days after receipt of a written request by a Director or officer who is a party to a proceeding, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the Director or officer provides the Corporation with all of the following:

(a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.

(b) A written undertaking satisfactory to the Board, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 10.05 that indemnification under Section 10.02 is not required and that indemnification is not ordered by a court under Section 10.09(b)(2). The undertaking under this subsection shall be an unlimited general obligation of the Director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured in the Board’s discretion.

10.07 Indemnification Under Wisconsin Statutes. To the extent indemnification is extended under this Article X to any Director, officer or employee otherwise entitled to indemnification under Wisconsin law, the indemnification provisions hereunder shall be secondary and subordinate to such state indemnification and shall be administered in such a way as to avoid overlapping or duplication of the costs of defense or payment of judgments.

10.08 Nonexclusivity.

(a) Except as provided in subsection (b), Sections 10.01, 10.02 and 10.06 do not preclude any additional right to indemnification or allowance of expenses that a Director or officer may have under any of the following:

(1) The Articles of Incorporation.

(2) A written agreement between the Director or officer and the Corporation.

(3) A resolution of the Board.
Regardless of the existence of an additional right under subsection (a), the Corporation shall not indemnify a Director or officer, or permit a Director or officer to retain any allowance of expenses unless it is determined by or on behalf of the Corporation that the Director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under Section 10.02(a). A Director or officer who is a party to the same or related proceedings for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

Sections 10.01 to 10.12 do not affect the Corporation’s power to pay or reimburse expenses incurred by a Director or officer in any of the following circumstances:

1. As a witness in a proceeding to which he or she is not a party.
2. As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, Director or officer of the Corporation.

10.09 Court-Ordered Indemnification.

(a) Except as provided otherwise by written agreement between the Director or officer and the Corporation, a Director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under Section 10.05(a)(5) or for review by the court of an adverse determination under Sections 10.05(a)(1), (2), (3) or (5). After receipt of an application, the court shall give any notice it considers necessary.

(b) The court shall order indemnification if it determines any of the following:

1. That the Director or officer is entitled to indemnification under Sections 10.01 or 10.02.
2. That the Director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 10.02.

(c) If the court determines under subsection (b) that the Director or officer is entitled to indemnification, the Corporation shall pay the Director’s or officer’s expenses incurred to obtain the court-ordered indemnification.

10.10 Indemnification of Employees or Agents. The Corporation may indemnify and allow reasonable expenses of an employee or agent who is not a Director or officer to the extent provided by the Articles of Incorporation or Bylaws, by general or specific action of the Board or by contract.

10.11 Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, Director, or officer of the Corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, Director
or officer, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 10.01, 10.02, 10.08 and 10.09.

10.12 Liberal Construction. In order for the Corporation to obtain and retain qualified Directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of Directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

ARTICLE XI
DISTRIBUTIONS TO MEMBERS

Subject to the requirements set forth herein and under the Internal Revenue Code of 1986, as amended (the “Code”) and the Act, the Corporation may from time to time make distributions and other payments to the Members. Unless the Members unanimously agree to the contrary, for any distribution or other payment to one or more Member that is not (i) in exchange for services, (ii) for the use or transfer of ownership of property, or (iii) pursuant to a contract approved by the Board, a corresponding equal distribution proportionate to each Member’s membership interest shall be made promptly to the other Members or the other Members’ designee(s). Notwithstanding anything contained in this Article XI, no distribution shall be made to a Member unless, at the time of such distribution, all of the following are true:

(a) the distribution or other payment is made in accordance with the purposes of the Corporation;

(b) notwithstanding the distribution or payment, the Corporation would be able to pay its debts as they become due in the usual course of its activities, and the Corporation’s total assets would equal at least the sum of its total liabilities; and

(c) the recipient of such distribution or payment (i) may not distribute any part of its income to members, Directors or officers, and (ii) is a corporation that is recognized as exempt federal income tax under Section 501(c)(3) of the Code.

[End of Bylaws]
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<td>8</td>
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<tr>
<td>5.05</td>
<td>President</td>
<td>8</td>
</tr>
<tr>
<td>5.06</td>
<td>Vice President</td>
<td>8</td>
</tr>
<tr>
<td>5.07</td>
<td>Secretary</td>
<td>8</td>
</tr>
<tr>
<td>5.08</td>
<td>Treasurer</td>
<td>9</td>
</tr>
<tr>
<td>5.09</td>
<td>Administrative Director</td>
<td>9</td>
</tr>
<tr>
<td>5.10</td>
<td>Assistants and Acting Officers</td>
<td>9</td>
</tr>
<tr>
<td>6.01</td>
<td>Contracts</td>
<td>9</td>
</tr>
<tr>
<td>6.02</td>
<td>Loans</td>
<td>10</td>
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<tr>
<td>6.03</td>
<td>Checks, Drafts, Etc</td>
<td>10</td>
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<tr>
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<td>Deposits</td>
<td>10</td>
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<td>7.01</td>
<td>Seal</td>
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<td>8.01</td>
<td>Amendments</td>
<td>10</td>
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<tr>
<td>9.01</td>
<td>Dissolution</td>
<td>10</td>
</tr>
<tr>
<td>10.01</td>
<td>Indemnification for Successful Defense</td>
<td>10</td>
</tr>
<tr>
<td>10.02</td>
<td>Other Indemnification</td>
<td>11</td>
</tr>
<tr>
<td>10.03</td>
<td>Written Request</td>
<td>11</td>
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<td>10.04</td>
<td>Nonduplication</td>
<td>11</td>
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<tr>
<td>10.05</td>
<td>Determination of Right to Indemnification</td>
<td>11</td>
</tr>
<tr>
<td>10.06</td>
<td>Advance Expenses</td>
<td>12</td>
</tr>
<tr>
<td>10.07</td>
<td>Indemnification Under Wisconsin Statutes</td>
<td>12</td>
</tr>
<tr>
<td>10.08</td>
<td>Nonexclusivity</td>
<td>13</td>
</tr>
<tr>
<td>10.09</td>
<td>Court-Ordered Indemnification</td>
<td>13</td>
</tr>
<tr>
<td>10.10</td>
<td>Indemnification of Employees or Agents</td>
<td>14</td>
</tr>
<tr>
<td>10.11</td>
<td>Insurance</td>
<td>14</td>
</tr>
<tr>
<td>10.12</td>
<td>Liberal Construction</td>
<td>14</td>
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<tr>
<td>10.13</td>
<td>Indemnification Under Wisconsin Statutes</td>
<td>14</td>
</tr>
<tr>
<td>10.14</td>
<td>Indemnification Under Wisconsin Statutes</td>
<td>14</td>
</tr>
<tr>
<td>10.15</td>
<td>Indemnification Under Wisconsin Statutes</td>
<td>14</td>
</tr>
<tr>
<td>10.16</td>
<td>Indemnification Under Wisconsin Statutes</td>
<td>14</td>
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<tr>
<td>10.17</td>
<td>Indemnification Under Wisconsin Statutes</td>
<td>14</td>
</tr>
<tr>
<td>11.01</td>
<td>Distributions to Members</td>
<td>14</td>
</tr>
</tbody>
</table>
EXHIBIT D

Amendment to the Amended and Restated Management Services Agreement Between Madison Surgery Center, Inc. and the University of Wisconsin Medical Foundation, Inc.
Amendment to the Amended and Restated Management Services Agreement Between Madison Surgery Center, Inc., and the University of Wisconsin Medical Foundation, Inc.

This Amendment ("Amendment") to the "Amended and Restated Management Services Agreement" is made as of the 30th day of June, 2023 ("Effective Date") by and between Madison Surgery Center, Inc. ("MSC") and the University of Wisconsin Medical Foundation, Inc. ("Manager").

WHEREAS, MSC and Manager entered into the Agreement on September 30, 2005, and subsequently amended it on January 1, 2013, January 1, 2014, and January 1, 2015 (collectively the "Agreement"), for the purpose of Manager providing certain management services to MSC; and

WHEREAS, the parties desire to amend the Agreement.

NOW, THEREFORE in consideration of the mutual covenants and promises herein contained and intending to be legally bound hereby, the parties hereby covenant and agree as follows:

1. Section 6.3 of the Agreement is hereby deleted in its entirety and replaced with the following:

   6.3 INTENTIONALLY OMITTED AND LEFT BLANK.

2. As of the Effective Date of this Amendment, this Agreement shall hereinafter be renamed, retitled, and referred to as the "Amended and Restated Services Agreement" rather than the "Amended and Restated Management Services Agreement" and University of Wisconsin Medical Foundation, Inc. shall be referred to as "UWMF" rather than "Manager."

3. Survival. Unless otherwise modified by this Amendment, all other terms and conditions of the Agreement shall remain in full force and effect.

   [Signatures on Next Page]
IN WITNESS WHEREOF, the parties have caused this 2023 Amendment to be duly executed as of the Effective Date.

**MADISON SURGERY CENTER, INC.**

By:_________________________    Date:___________
Name:_________________________
Title:_________________________

**UNIVERSITY OF WISCONSIN MEDICAL FOUNDATION, INC.**

By:_________________________    Date:___________
Name:_________________________
Title:_________________________
Executive Summary

Proposed Transfer of Property Interests and Dissolution of Madison Medical Center, LLP
EXECUTIVE SUMMARY

DATE: June 22, 2023

RE: Proposed Transfer of Property Interests and Dissolution of Madison Medical Center, LLP

UWHCA Board of Directors:

**Background**: Madison Medical Center, LLP (“MMC”) is a Wisconsin limited liability partnership between University of Wisconsin Medical Foundation, Inc. (“UWMF”) and University of Wisconsin Hospitals and Clinics Authority (“UWHCA”). UWMF is the managing partner of MMC and holds a 99.99% partnership interest and UWHCA holds a .01% partnership interest. MMC’s primary asset is a medical office building located at 20 South Park Street, Madison, Wisconsin (the “Property”).¹ The Property is comprised of two (2) building structures that sit on 2.82 acres of land. One structure, the “North Building,” is a 5-story commercial building with 65,230 gross square feet which was constructed in 1966. The other structure, the “South Building,” is a 3-story commercial building with 39,151 gross square feet and a 3-level parking ramp. The South Building is connected to both the North Building and Meriter Hospital.

It appears MMC’s partnership structure was created at least in part due to the fact that there were multiple, non-affiliated healthcare providers/tenants occupying the Property. However, recently, all building tenants except UWMF vacated the Property. UWMF is now the single tenant occupying the buildings pursuant to a written lease under which UWMF pays MMC $149,451.92 in rent per year.² It continues to operate a wide range of outpatient clinics within the buildings. Given the affiliation between MMC, UWMF, and UWHCA, continuing to maintain MMC as a separate legal entity is operationally inefficient and unnecessary.

**Proposal**: In an effort to recognize operational efficiencies and eliminate legacy organizational structures, the leadership of UWMF and UWHCA propose dissolution of MMC and wind up MMC’s business affairs which shall include the transfer ownership of the MMC Property, along with all other assets to UWMF for no consideration.

**Rationale**: Elimination of MMC will enable the parties to streamline the operational management of the Property in various ways including but not limited to simplified accounting and financial reporting, elimination of corporate filings, and leveraging efficiencies in property management, risk management, and governance.

**Financial Implications of the Property Transfer**: We consulted with our independent tax consultant, RSM, and determined no income or capital gains taxes are expected.

---

¹ MMC has other assets on the books but they are associated with or ancillary to the building.
² MMC has two other leases that pertain to the Property. The first is a cell tower lease and the second is a lease with Meriter under which MMC leases a portion of the parking ramp structure.
**Real Property Tax Exemption**: Regardless of whether UWMF or UWHCA owns the Property, it does not appear the property will be eligible for property tax exemption. Opportunities for property tax exemption will be explored in conjunction with future planning for the Property.

**Administrative Action Steps Following Board Approvals**: Given the historical circumstances surrounding the Property coupled with the relationship of the parties involved, we recommend foregoing the typical due diligence on the Property that would typically occur prior to a transfer of title. Notwithstanding the foregoing, prior to the transfer of title, we intend to secure commitments for title insurance to confirm marketable title can be conveyed. The Office of Corporate Counsel will prepare the required documentation to effectuate the transfer which will include a warranty deed to convey title. Representatives from the Finance, Planning, Design & Development, and Risk Management Departments will be involved to assure the proper steps are taken to transfer title, preserve and protect the assets, and wind down and dissolve MMC. Updated valuations on the Properties will be secured if required. Any questions or concerns should be directed to Attorney Dan Kirschnik, UWHCA Office of Corporate Counsel.

**Required Action to Effectuate**: The following corporate approvals are required to effectuate the proposal:

1. Joint Partner approval of the wind down and dissolution of MMC.

**Request for Approval**: Attached are the appropriate Consent(s)/ Resolution(s) authorizing and approving the proposed actions.

Thank you.

Dan Kirschnik  
Corporation Counsel  
University of Wisconsin Hospitals and Clinics Authority
Resolution

Wind up and Dissolution of Madison Medical Center, LLP
JOINT CONSENT RESOLUTION
OF
UNIVERSITY OF WISCONSIN MEDICAL FOUNDATION, INC. AND UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

Re: Wind up and dissolution of Madison Medical Center, LLP

June 22, 2023

WHEREAS, University of Wisconsin Medical Foundation, Inc. ("UWMF") and University of Wisconsin Hospitals and Clinics Authority ("UWHCA") are parties to the Second Amended and Restated Limited Liability Partnership Agreement of Madison Medical Center, LLP (the "Partnership") dated January 31, 2017 ("Agreement") pursuant to which UWMF is the managing partner and holds a 99.99% partnership interest and UWHCA holds a .01% partnership interest. UWMF and UWHCA may hereinafter collectively be referred to as the "Partners";

WHEREAS, the Partners desire to wind up the business of, and dissolve the Partnership in accordance with the Uniform Partnership Law under Chapter 178 Wisconsin Statutes and the Agreement; and

WHEREAS, the Partners desire to approve a plan of dissolution of the Partnership.

NOW THEREFORE, the Board of Directors of UWMF and the Board of Directors of UWHCA resolve as follows:

RESOLVED, that the Partnership be dissolved effective June 30, 2023, and the Partnership business be wound up. The Partnership shall discharge the partnership's debts, obligations, and other liabilities, settle and close the partnership's business, and marshal and distribute all assets of the Partnership to UWMF.

RESOLVED, that the Partners hereby authorize, direct, empower, and delegate to the officers of UWMF to take any and all appropriate steps specified and/or contemplated under the Agreement and under the Uniform Partnership Law on behalf of the Partnership to properly effectuate the wind up and dissolution of the Partnership.

RESOLVED, that all actions previously taken by any Partner, or any of their officers, agents, Board of Directors, or attorneys on behalf of the Partnership relating to the above resolutions and the transactions contemplated in connection therewith, are hereby adopted, ratified, confirmed, and approved in all respects as to the acts and deeds of the Partnership.

RESOLVED, that UWMF and its, officers, agents, Board of Directors, and/or attorneys, are, singly or jointly, authorized, empowered and directed by the Partners to exercise its discretion and take any and all actions as may be necessary, appropriate, convenient, proper or advisable in furtherance of, or to effectuate the matters contemplated by these resolutions.
Resolution

Election of UWHCA Officers
RESOLUTION OF
THE BOARD OF DIRECTORS OF
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

Election of UWHCA Officers

June 22, 2023

WHEREAS, the University of Wisconsin Hospitals and Clinics Authority (the “Authority” or “UWHCA”) is a public authority created as a public body corporate and politic in Chapter 233 of Wisconsin Statutes by 1995 Wisconsin Act 27, as amended, and the business and affairs of the Authority shall be directed by the Board of Directors (“Board”); and

WHEREAS, pursuant to Section 3.2 of the UWHCA Bylaws, the Board, on an alternating two-year schedule, shall, upon nomination by the UWHCA Executive Committee, elect the Chairperson and Vice Chairperson of the Board by ballot to serve a two (2) fiscal year term; provided, however, that if there is only one nominee for each office, the election shall be by voice vote. The Executive Committee shall, on an alternating two-year schedule, nominate for election: (a) the dean of the University of Wisconsin School of Medicine and Public Health (“UWSMPH”) to serve as the Chairperson of the Board; and (b) a separate Director with demonstrated expertise to serve as the Vice Chairperson of the Board and then in the alternating two-year period: (x) the dean of UWSMPH to serve as the Vice Chairperson of the Board; and (y) a separate Director with demonstrated expertise to serve as the Chairperson of the Board; and

WHEREAS, pursuant to Section 3.5 of the UWHCA Bylaws, and in accordance with Section 233.01(9), Wisconsin Statutes, the Board shall designate by resolution a person to keep a record of the proceedings of the Board and to serve as custodian of all books, documents, and papers filed with the Authority, the minute book or journal of the Authority and its official seal. This person shall be the Secretary and need not be a member of the Board. The Board may by resolution designate one or more other persons to serve as Assistant Secretaries. The Secretary or any Assistant Secretary may cause copies to be made of all minutes and other records and documents of the Authority and may give certificates under the official seal of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely upon such certificates; and

WHEREAS, the UWHCA Board of Directors elect the following officers for terms beginning July 1, 2023, and ending when their replacements are approved.

   CHAIR  Dean Robert Golden
   VICE CHAIR  Paul Seidenstricker
   SECRETARY  Kelly Wilson
   ASSISTANT SECRETARIES  Patricia Hutter, Mary Link

NOW, THEREFORE, BE IT RESOLVED, that the Board approves the election of the aforementioned officers for terms beginning July 1, 2023, and ending when their replacements are approved;

FURTHER RESOLVED, that the UW Health Chief Executive Officer (“CEO”), and his delegates (“Authorized Officers”) are hereby authorized and directed to take any and all actions, and to execute, deliver, and perform any and all agreements and other documents in the name of an on behalf of UWHCA as deemed necessary or appropriate in furtherance of the matters contemplated by these resolutions;
FURTHER RESOLVED, that any and all lawful actions previously taken by the CEO, and Authorized Officers and representatives of UW Health in its name and on its behalf and in furtherance of the matters contemplated by these resolutions are hereby ratified, confirmed and approved in all respects.
UW Health Current Month Operating Margin – May 31, 2023

<table>
<thead>
<tr>
<th></th>
<th>Actual</th>
<th>Budget</th>
<th>Prior Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>UWH-Madison/ACO/Isthmus</td>
<td>5.7%</td>
<td>1.9%</td>
<td>0.7%</td>
</tr>
<tr>
<td>UWHNI/RDI</td>
<td>3.2%</td>
<td>2.1%</td>
<td>0.7%</td>
</tr>
<tr>
<td>Total</td>
<td>5.2%</td>
<td>1.9%</td>
<td>0.7%</td>
</tr>
<tr>
<td></td>
<td>Actual May- FY23</td>
<td>Plan May- FY23</td>
<td>Variance vs. Plan</td>
</tr>
<tr>
<td>----------------------</td>
<td>-----------------</td>
<td>----------------</td>
<td>-------------------</td>
</tr>
<tr>
<td>TOTAL OPERATING REVENUE</td>
<td>401,126,851</td>
<td>359,713,485</td>
<td>41,413,366</td>
</tr>
<tr>
<td>TOTAL OPERATING EXPENSES, NET</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SALARIES AND BENEFITS</td>
<td>210,025,904</td>
<td>200,909,652</td>
<td>9,116,252</td>
</tr>
<tr>
<td>PURCHASED SERVICES AND AGENCY COSTS</td>
<td>31,599,601</td>
<td>27,308,236</td>
<td>4,291,365</td>
</tr>
<tr>
<td>MEDICAL MATERIALS AND SUPPLIES</td>
<td>29,134,778</td>
<td>25,857,217</td>
<td>3,277,561</td>
</tr>
<tr>
<td>PHARMACEUTICALS</td>
<td>64,780,945</td>
<td>52,416,756</td>
<td>12,364,189</td>
</tr>
<tr>
<td>FACILITIES AND EQUIPMENT</td>
<td>13,355,916</td>
<td>15,025,030</td>
<td>(1,669,114)</td>
</tr>
<tr>
<td>DEPRECIATION AND AMORTIZATION</td>
<td>3,770,444</td>
<td>3,723,075</td>
<td>47,369</td>
</tr>
<tr>
<td>INTEREST EXPENSE</td>
<td>5,544,037</td>
<td>5,542,700</td>
<td>1,337</td>
</tr>
<tr>
<td>TOTAL OPERATING EXPENSES</td>
<td>380,115,383</td>
<td>352,747,764</td>
<td>27,367,599</td>
</tr>
<tr>
<td>INCOME FROM OPERATIONS</td>
<td>21,011,468</td>
<td>6,965,701</td>
<td>14,045,767</td>
</tr>
<tr>
<td>NON-OPERATING REVENUE/EXPENSES</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NET INCREASE/DECREASE IN FAIR VALUE OF INVESTMENTS</td>
<td>(19,260,002)</td>
<td>175</td>
<td>(19,260,177)</td>
</tr>
<tr>
<td>INVESTMENT INCOME</td>
<td>3,589,021</td>
<td>4,168,540</td>
<td>(579,519)</td>
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<tr>
<td>EQUITY INTEREST IN INCOME/LOSS OF JOINT VENTURES</td>
<td>2,017,500</td>
<td>1,708,267</td>
<td>309,233</td>
</tr>
<tr>
<td>NET INC/DEC IN FAIR VALUE OF DERIVATIVE INSTRUMENT</td>
<td>160,816</td>
<td>0</td>
<td>160,816</td>
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<tr>
<td>OTHER, NET</td>
<td>1,117,338</td>
<td>872,775</td>
<td>244,563</td>
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<tr>
<td>TOTAL OTHER NON-OPERATING REVENUES (EXPENSES), NET</td>
<td>(12,375,327)</td>
<td>6,749,757</td>
<td>(19,125,084)</td>
</tr>
<tr>
<td>REVENUES OVER EXPENSES BEFORE CAPITAL GRANTS, GIFTS &amp; DONATIONS</td>
<td>8,636,141</td>
<td>13,715,458</td>
<td>(5,079,317)</td>
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</tbody>
</table>
UW Health YTD Operating Margin – May 31, 2023

<table>
<thead>
<tr>
<th>UWH-Madison/ACO/Isthmus</th>
<th>SAHS /RDI</th>
<th>Total *</th>
</tr>
</thead>
<tbody>
<tr>
<td>2.7%</td>
<td></td>
<td>2.2%</td>
</tr>
<tr>
<td>1.2%</td>
<td>-0.4%</td>
<td>0.9%</td>
</tr>
<tr>
<td>1.0%</td>
<td>-0.1%</td>
<td>0.7%</td>
</tr>
</tbody>
</table>

Legend:
- **Actual**
- **Budget**
- **Prior Year**
## TOTAL OPERATING REVENUE

### TOTAL OPERATING REVENUES, NET

<table>
<thead>
<tr>
<th></th>
<th>Actual May- FY23</th>
<th>Plan May- FY23</th>
<th>Variance vs. Plan</th>
<th>Var. %</th>
<th>Actual May- FY22</th>
<th>Variance vs. PY</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td>TOTAL OPERATING REVENUE</td>
<td>4,033,203,499</td>
<td>3,881,922,198</td>
<td>151,281,301</td>
<td>4%</td>
<td>3,653,573,552</td>
<td>379,629,947</td>
<td>10%</td>
</tr>
</tbody>
</table>

## TOTAL OPERATING EXPENSES

### SALARIES AND BENEFITS

<table>
<thead>
<tr>
<th></th>
<th>Actual May- FY23</th>
<th>Plan May- FY23</th>
<th>Variance vs. Plan</th>
<th>Var. %</th>
<th>Actual May- FY22</th>
<th>Variance vs. PY</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td>TOTAL OPERATING EXPENSES</td>
<td>3,943,580,510</td>
<td>3,847,023,716</td>
<td>96,556,794</td>
<td>3%</td>
<td>3,627,295,000</td>
<td>316,285,510</td>
<td>9%</td>
</tr>
</tbody>
</table>

### INCOME FROM OPERATIONS

<table>
<thead>
<tr>
<th></th>
<th>Actual May- FY23</th>
<th>Plan May- FY23</th>
<th>Variance vs. Plan</th>
<th>Var. %</th>
<th>Actual May- FY22</th>
<th>Variance vs. PY</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td>INCOME FROM OPERATIONS</td>
<td>89,622,989</td>
<td>34,896,482</td>
<td>54,724,507</td>
<td>157%</td>
<td>26,278,552</td>
<td>63,344,437</td>
<td>241%</td>
</tr>
</tbody>
</table>

### NON-OPERATING REVENUE/EXPENSES

<table>
<thead>
<tr>
<th></th>
<th>Actual May- FY23</th>
<th>Plan May- FY23</th>
<th>Variance vs. Plan</th>
<th>Var. %</th>
<th>Actual May- FY22</th>
<th>Variance vs. PY</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONOPERATING EXPENSES - ACADEMIC SUPPORT</td>
<td>113,912,324</td>
<td>74,560,855</td>
<td>39,351,469</td>
<td>53%</td>
<td>(108,310,979)</td>
<td>222,233,303</td>
<td>-205%</td>
</tr>
</tbody>
</table>

### REVENUES OVER EXPENSES BEFORE CAPITAL GRANTS, GIFTS & DONATIONS

<table>
<thead>
<tr>
<th></th>
<th>Actual May- FY23</th>
<th>Plan May- FY23</th>
<th>Variance vs. Plan</th>
<th>Var. %</th>
<th>Actual May- FY22</th>
<th>Variance vs. PY</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td>REVENUES OVER EXPENSES BEFORE CAPITAL GRANTS, GIFTS &amp; DONATIONS</td>
<td>203,535,313</td>
<td>109,459,337</td>
<td>94,075,976</td>
<td>86%</td>
<td>(82,032,427)</td>
<td>285,567,740</td>
<td>-348%</td>
</tr>
</tbody>
</table>
### Healthcare System Industry Comparisons

<table>
<thead>
<tr>
<th></th>
<th>Favorable Direction</th>
<th>FY 23</th>
<th>S&amp;P &quot;AA-&quot; Rated (1)</th>
<th>Moody's &quot;Aa3&quot; Rated (2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Margin*</td>
<td>↑</td>
<td>2.2%</td>
<td>2.8%</td>
<td>3.0%</td>
</tr>
<tr>
<td>Total Margin</td>
<td>↑</td>
<td>4.9%</td>
<td>6.8%</td>
<td>7.1%</td>
</tr>
<tr>
<td>Days Cash on Hand*</td>
<td>↑</td>
<td>238</td>
<td>292</td>
<td>323</td>
</tr>
<tr>
<td>Days in Accounts Receivable **</td>
<td>↓</td>
<td>45</td>
<td>48</td>
<td>48</td>
</tr>
<tr>
<td>Long Term Debt to Capitalization</td>
<td>↓</td>
<td>26.1%</td>
<td>25.0%</td>
<td>24.2%</td>
</tr>
<tr>
<td>Operating Cash Flow</td>
<td>↑</td>
<td>7.2%</td>
<td>8.2%</td>
<td>8.7%</td>
</tr>
<tr>
<td>Cash-to-Debt</td>
<td>↑</td>
<td>225.9%</td>
<td>263.6%</td>
<td>281.4%</td>
</tr>
</tbody>
</table>

* excludes provision for bad debt and retiree health insurance, includes academic support

** average for 12 months

(1) S&P’s 2021 financial ratios based on 36 obligators rated "AA-" by S&P. Based on 2021 audited financials.

(2) Moody’s 2021 financial ratios based on 29 "Aa3" rated hospitals. Based on 2021 audited financials.
Key Takeaways for May 2023

-Volumes across the JOA were strong compared to budget this month. Surgeries for the month were 7.5% favorable to budget. ED visits across the system were favorable by 5.2% in May. Clinic Visits were also 1.5% favorable to budget.

-Net revenues came in $41.4M favorable to budget. The strong volumes, a positive risk share, and a positive payor mix contributed to this.

-Expenses were unfavorable to budget by $27.4M.
  - Salaries & Fringe were $9.1M unfavorable
  - Temporary help was $7.1M unfavorable
  - Pharmaceuticals were $12.4M unfavorable
  - Facilities & Equipment were $1.7M favorable
  - Other expenses were $700K favorable, related to retail pharmacy

-On the non-operating side, we saw unfavorable results compared to budget, with an unrealized loss on investments of $19.3M.