

**RESOLUTION OF UNIVERSITY HOSPITAL PERTAINING
TO MEDICAL STAFF MATTERS**

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L. 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's Board of Directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission (including the disposition of credentials and privileges of medical staff serving the Hospital), and in furtherance thereof, the Hospital adopted Bylaws dated March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"); and

WHEREAS, in accordance with Medical Staff Bylaws dated February of 2020 (the "Medical Staff Bylaws"), at its April 8th meeting, the Medical Executive Committee (the "MEC") recommended, based on the recommendations of the Credentials Committee, various providers for credentials, privileges, and appointment, expansion, change of status, and transfer of service thereof, such providers as listed in the memoranda appended hereto and made a part hereof; and

WHEREAS, following review and recommendation for approval by an electronic meeting of the Safety and Quality Committee, that concluded on April 16th, 2025, in which the committee reviewed all MEC actions, and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital:

1. The above recitals are incorporated herein by this reference.
2. The Hospital hereby adopts and affirms the recommendations, as appended hereto, and authorizes the President and Chief Executive Officer to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.
3. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.

I hereby certify that this Resolution 2025-0522-268 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: May 22, 2025



McKenzie Wilson, Esq., Corporate Secretary

**RESOLUTION OF UNIVERSITY HOSPITAL
AUTHORIZING CONTINUED PARTICIPATION IN ADMB
PROJECT**

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L. 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's Board of Directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission, and in furtherance thereof, the Hospital adopted Bylaws dated March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"); and

WHEREAS, since July 1, 2013, the Hospital and Rutgers University have been operating on the shared Newark Campus ("Campus") together, coordinating operations and planning on a continuous basis, including development of physical master plans for the Campus; and

WHEREAS, the Hospital has been planning a development project on the Campus that would entail a phased nine-year, \$1.8 billion master plan involving a series of sequential major capital projects that would better meet existing patient, staff, and visitors needs; and

WHEREAS, the Hospital has, in collaboration with Rutgers and the New Jersey Economic Development Authority ("NJEDA"), is prepared to engage in Phase I of the Master Plan (the "Project"), described more fully in the Project Summary attached to this Resolution, which is a necessary first step in the Hospital's longer- term plan and enables subsequent phases to occur in the future; and

WHEREAS, Rutgers has significant experience with development projects similar to the work contemplated for the Project, and thus is a prime partner to undertake Phase I work and in particular, the development of the new administrative building ("ADMB"); and

WHEREAS, the ADMB portion of the Project is estimated to cost \$325 million; and

WHEREAS, the NJEDA has agreed to provide Rutgers with the balance of its unspent American Rescue Plan ("ARP") Funding, to allow Rutgers to undertake work on the ADMB; and

WHEREAS, on January 23, 2025, the Board approved Resolution 2025-0123-256, authorizing the Hospital to enter into a grant agreement with Rutgers to provide any unused, uncommitted or undisbursed ARP funds designated for the development of the ADMB; and

WHEREAS, the State of New Jersey appropriated \$45M in unrestricted funds in Fiscal Year 2025 to University Hospital for "Master Plan Capital Investment"; and

WHEREAS, on March 27, 2025, the Board approved Resolution 2025-0327-260,

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authorizing the Hospital to issue a Purchase Order to Rutgers in the amount of \$45M to continue managing the development of the ADMB; and

WHEREAS, the Hospital and Rutgers have mutually agreed to provide additional funding to support the development of the ADMB; and

WHEREAS, the Hospital is prepared to commit up to \$70 million towards the ADMB portion of the Project through a combination of sources, including potential additional state appropriations; and

WHEREAS, in accordance with the Hospital's amended bylaws adopted June 26, 2018 (the "Bylaws"), the Hospital approved a new Procurement and Purchasing and Delegation of Authority to Contract Policy pursuant to Resolution 2019-0917-83 adopted September 26, 2019, as amended pursuant to Resolution 2020-0722-107 adopted July 22, 2020 (hereinafter the "Policy"); and

WHEREAS, the Hospital expects to issue a Purchase Order or Orders to Rutgers for additional funding required to develop the ADMB after the ARP monies and unrestricted state funding has been expended; and

WHEREAS, the Hospital expects to enter into a memorandum of understanding that speaks to the respective funding obligations of the parties, as outlined above' and


WHEREAS, the Hospital's Finance and Audit Committee has reviewed the proposed action and recommends approval; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital:

1. The above recitals are incorporated herein by reference and are hereby ratified and confirmed.
2. The actions are hereby approved in accordance with the Policy.
3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.
4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2025-0522-269 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: May 22, 2025



McKenzie Wilson, Esq., Corporate Secretary



**RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT AN INTERIM
PRESIDENT AND CHIEF EXECUTIVE OFFICER OF UNIVERSITY HOSPITAL**

WHEREAS, the Bylaws of University Hospital (the “Bylaws”) require the designation of Officers of the Hospital; and

WHEREAS, Article V, Section 1, of the Bylaws specifies the qualifications and duties of Officers of the Hospital; and

WHEREAS, Article V, Section 1, of the Bylaws further states that the Hospital’s Officers may consist of, among other Officers, a President and a Chief Executive Officer, which may be held by the same person; and

WHEREAS, Article V, Section 2, of the Bylaws permits any officer to resign by giving notice of such resignation to the Hospital; and

WHEREAS, the Board received such notice from President and Chief Executive Officer Ed Jimenez, effective May 2, 2025; and

WHEREAS, Article III, Section 1, of the Bylaws permits the Board of Directors to appoint and fix the compensation and terms of office of the President and Chief Executive Officer of the Hospital; and

WHEREAS, in accordance with regulatory and accreditation requirements, as well as operational necessity, the Board desires to appoint an Interim President and Chief Executive Officer of University Hospital on an at-will basis until such time the Board completes a candidate search for the position of President and Chief Executive Officer; and

WHEREAS, on April 16, 2025, the Executive Committee approved Kaitlan Baston, MD, MSc, DFSAM to serve as Interim President and Chief Executive Officer of University Hospital, effective May 3, 2025;

WHEREAS, the Board desires to affirm the appointment of Kaitlan Baston, MD, MSc, DFSAM to serve as Interim President and Chief Executive Officer of University Hospital; and

WHEREAS, as Interim President and Chief Executive Officer of University Hospital, Dr. Baston has the authority to exercise all powers and duties of President and Chief Executive Officer provided for by the Bylaws, including, without limitation, the authority to execute bonds, mortgages, and other contracts on behalf of the Hospital, and shall cause the seal to be affixed to any instrument requiring it.

NOW, THEREFORE BE IT RESOLVED by the Board of Directors of University Hospital:

1. The above recitals are incorporated herein.
2. The Hospital hereby affirms the appointment of Kaitlan Baston, MD, MSc, DFSAM to serve as Interim President and Chief Executive Officer of University Hospital, with the authority to exercise all powers and duties of President and Chief Executive Officer provided for by Article V, Section 5.
3. The Chair of the Board was and remains authorized on behalf of the Board to negotiate approve a salary for the Interim President and Chief Executive Officer not to exceed the average salary for this position based on regional and public hospital market surveys provided by SullivanCotter; and
4. The Board has initiated a recruitment process for a permanent President and Chief Executive Officer, and also will take whatever actions are needed to explore other options to fill these positions, should the board ultimately deem those options necessary or desirable.

I hereby certify that this Resolution 2025-0522-270 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: May 22, 2025



McKenzie Wilson, Esq., Corporate Secretary