

LOUISIANA CHILDREN'S MEDICAL CENTER

BOARD RESOLUTIONS

OCTOBER 7, 2014

**STATE OF LOUISIANA
PARISH OF ORLEANS**

On the 7th day of October, 2014, at a meeting of the Executive Committee of Board of Trustees ("*Board*") of LOUISIANA CHILDREN'S MEDICAL CENTER a non-profit corporation ("*LCMC*"), held at 200 Henry Clay Avenue, in the City of New Orleans, Parish of Orleans, State of Louisiana, with authorization to act on behalf of the Board, the following business was conducted.

APPROVAL OF NEGOTIATION AND EXECUTION OF AMENDED AND RESTATED COOPERATIVE ENDEAVOR AGREEMENT AND ANCILLARY AGREEMENTS

WHEREAS, LCMC and University Medical Center Management Corporation ("*UMCMC*") are currently negotiating certain changes to the original Cooperative Endeavor Agreement ("*CEA*") dated as of May 29, 2013, entered into by and among UMCMC, LCMC, the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College ("*LSU*"), the Louisiana Division of Administration, acting through the Commissioner ("*DOA*"), the Louisiana Department of Health and Hospitals, acting through the Secretary ("*DHH*"), and the State of Louisiana, through the Commissioner of Administration (the "*State*") (the parties to the CEA are collectively referred to as the "*CEA Parties*")

WHEREAS, LCMC, UMCMC, DOA, and the State intend to enter into an amended and restated CEA ("*Amended and Restated CEA*") to better reflect the arrangements among the CEA Parties with respect to the hospital with Medicare Provider Number 190005 (the "*Hospital*");

WHEREAS, in connection with the amendment and restatement of the CEA, certain of the CEA Parties are also negotiating (i) an amendment to the Master Hospital Lease dated May 29, 2013 by and among LSU, the State, and UMCMC dated as of May 29, 2013 ("*Amended Master Hospital Lease*"), (ii) an amendment to the Right of Use, Occupancy, and Possession Agreement by and among LSU, the State, and UMCMC dated as of May 29, 2013 ("*Amended Right of Use Agreement*"), and (iii) an amended and restated Member Substitution Agreement by and among UMCMC, LCMC, LSU and the Administrators of the Tulane Educational Fund dated as of May 29, 2013 ("*Amended and Restated Member Substitution Agreement*," and together with the amended Master Hospital Lease and Amended Right of Use Agreement, the "*Ancillary Agreements*");

WHEREAS, a form of the Amended and Restated CEA and each of the Ancillary Agreements has been provided to the Executive Committee of the LCMC Board of Trustees for consideration and that the changes to the CEA are consistent with previous discussions at LCMC

Board of Trustee meetings where the Board had an opportunity to ask questions regarding the Amended and Restated CEA and the Ancillary Agreements; and

WHEREAS, it is deemed to be in the best interest of LCMC to enter into the Amended and Restated CEA and each of the Ancillary Agreements, and that the Executive Committee of the LCMC Board of Trustees approve and authorize the execution, delivery and performance of the Amended and Restated CEA and each of the Ancillary Agreements.

NOW, THEREFORE, BE IT:

RESOLVED: the President and Chief Executive Officer of LCMC is hereby authorized, empowered and directed, for and on behalf of LCMC, and in its name to execute and deliver the Amended and Restated CEA, on such terms and conditions as those presented to, and considered by, the Board at prior meetings, and with such changes therein as the President and Chief Executive Officer may approve, the execution and delivery of the Amended and Restated CEA constituting conclusive evidence of the approval of all such terms and conditions by the Board and the President and Chief Executive Officer.

RESOLVED: the President and Chief Executive Officer of LCMC is hereby authorized, empowered and directed, for and on behalf of LCMC, and in its name to execute and deliver the each of the Ancillary Agreements, on such terms and conditions as those presented to, and considered by, the Board at prior meetings, and with such changes therein as the President and Chief Executive Officer may approve, the execution and delivery of each Ancillary Agreement constituting conclusive evidence of the approval of all such terms and conditions by the Board and the President and Chief Executive Officer.

RESOLVED: that each officer of LCMC is hereby authorized and empowered (i) to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name of, and on behalf of LCMC, any and all additional documents, agreements and instruments that, in the judgment of such officer, is necessary or desirable to effectuate the foregoing resolution or any of the transactions contemplated thereby, including without limitation any other related agreements necessary to effectuate the Amended and Restated CEA, all with such changes therein as any such officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action, in the name and on behalf of LCMC, as may in the judgment of any such officer so acting to be necessary or appropriate in connection with, or in furtherance of, the foregoing resolution or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

REVOLVED: to ratify, confirm and approve all actions previously taken by any officer of LCMC in connection with any or all of the actions referred to in or contemplated by the foregoing resolutions.

APPROVAL OF NEGOTIATION AND EXECUTION OF THE AMENDED AND RESTATED CEA AND ANCILLARY AGREEMENTS BY UMCMC

WHEREAS, UMCMC is a member of the LCMC health care delivery system, whose members also include Children's Hospital and Touro Infirmary;

WHEREAS, the Board of LCMC, as sole member of UMCMC, must approve the execution and delivery by UMCMC of the Amended and Restated CEA and the Ancillary Agreements; and

WHEREAS, the Board has determined that it is in the best interest of LCMC and UMCMC, and will serve to advance each of LCMC's and UMCMC's charitable goals of achieving excellence in health care, by entering into the Amended and Restated CEA and each of the Ancillary Agreements.

NOW, THEREFORE, BE IT:

RESOLVED: the Chief Executive Officer of UMCMC is hereby authorized, empowered and directed, for and on behalf of UMCMC, and in its name to execute and deliver the CEA and each of the Ancillary Agreements, on such terms and conditions as those presented to, and considered by, the Board at this meeting, and with such changes therein as the Chief Executive Officer may approve, the execution and delivery of the CEA and each Ancillary Agreement constituting conclusive evidence of the approval of all such terms and conditions by the Board and the Chief Executive Officer.

RESOLVED: that each officer of UMCMC is hereby authorized and empowered (i) to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name of, and on behalf of UMCMC, any and all additional documents, agreements and instruments that, in the judgment of such officer, is necessary or desirable to effectuate the foregoing resolution or any of the transactions contemplated thereby, including without limitation any other related agreements necessary to effectuate the Amended and Restated CEA, all with such changes therein as any such officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action, in the name and on behalf of UMCMC, as may in the judgment of any such officer so acting to be necessary or appropriate in connection with, or in furtherance of, the foregoing resolution or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

REVOLVED: to ratify, confirm and approve all actions previously taken by any officer of UMCMC in connection with any or all of the actions referred to in or contemplated by the foregoing resolutions.

CERTIFICATE

I certify that the above and foregoing constitutes a true and correct copy of a part of the minutes of a meeting of the Board of Trustees of the Louisiana Children's Medical Center held on the 7th day of October, 2014.

William Munde

Vice Chair

Leon Dupuis

Secretary