

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – MARCH 22, 2017**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
Minutes	
Approval of Regular Meeting, January 25, 2017, and Special Meeting, February 22, 2017	19075
 CONSENT AGENDA	
Audit Committee	
Approval of the Continued Engagement of KPMG LLP as the System’s Internal Audit Consultant	19076
 Facilities and Space Committee	
Approval of Necessary Capital Improvements to the Brooklyn Heights Administrative Buildings	19077
Approval of Lease of Real Estate in Cuyahoga County	19078
Approval of Pre-authorized Professionals Consistent with System Policy I-88	19079
 Finance Committee	
Approval of Certain Capital Improvements and Purchases	19080
Approval of Changes to the Hospital and Professional Charge Description Master (CDM) File	19081
Acceptance of the 2016 Results Compared to the 2016 Plan Measures and Goals for Performance Based Variable Compensation Program	19082
Approval of 2017 Metrics for Performance Based Variable Compensation Plan	19083
Approval of the Engagement of Legal Counsel for the Transformation Financing	19084
 Medical Staff	
Approval of Medical Staff Appointments/Actions – February/March 2017	19085
Approval of Allied Health Appointments/Actions – February/March 2017	19086
Approval of Reappointments – March 2017	19087
 Additional Resolutions	
Approval of the Issuance and Sale of Certain Hospital Revenue Bonds, Series 2017	19088

Approval of Board Meeting Minutes, January 25, 2017, and February 22, 2017

RESOLUTION 19075

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of January 25, 2017, and the Special Meeting of February 22, 2017, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Regular Minutes of the Meeting of January 25, 2017, and the Special Minutes of the Meeting of February 22, 2017, as presented.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Approval of the continued engagement of KPMG LLP as the System's Internal Audit Consultant

RESOLUTION 19076

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of KPMG LLP as the System's Internal Audit consultant; and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the continued engagement of KPMG as the System's Internal Audit consultant, for the purpose of providing management, assistance, advice and guidance with performing enterprise risk assessments, prioritizing risks and associated audits, providing oversight of Information Technology (IT) audits and reporting to management and the Audit Committee of the Board of Trustees, for the year 2017, with cost not to exceed \$660,000 and associated expenses not to exceed \$25,000 to be paid out of general operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Approval of Necessary Capital Improvements to the Brooklyn Heights Administrative Buildings

RESOLUTION 19077

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for necessary capital improvements to the System's leased Brooklyn Heights Administrative Buildings; and

WHEREAS, the Board's Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves necessary capital improvements to the System's leased Brooklyn Heights Administrative Buildings, for aggregate costs not to exceed \$2,400,000, to be paid out of available capital funds.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Approval of Lease of Real Estate in Cuyahoga County

RESOLUTION 19078

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a certain lease for real estate in Cuyahoga County, Ohio; and

WHEREAS, the Facilities and Space Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the lease, as more fully described in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of Pre-authorized Professionals Consistent with System Policy I-88

RESOLUTION 19079

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for appointment of certain Pre-authorized Professionals consistent with System policy I-88; and

WHEREAS, the Board's Space and Facilities Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves certain Pre-authorized Professionals consistent with System policy I-88, for services to be provided during the period of April 1, 2017, through March 31, 2018, with aggregate costs not to exceed \$50,000 per assigned project per Professional. The fees for the Pre-authorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Pre-authorized Professionals is shown in the attached Exhibit A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Exhibit A

2017

PRE-AUTHORIZED QUALIFIED PROFESSIONAL SERVICE FIRMS

Architectural / Engineering

Acer Environmental
Atwell
CBLH Design
City Architecture
Desman & Associates
DS Architecture
Fredrick, Fredrick & Heller, Inc.
Fosdick & Hilmer, Inc.
Hasenstab Architects Inc.
HSB Architects + Engineers
IKM Incorporated
Karpinski Engineering
LevelHeads Architects & Integrators
Makovich & Pusti Architects
Marshaus & Farkas Architecture
McHenry & Associates
Moody Nolan Architects
Osborn Engineering
Pellar & Associates
Payto Architects
Perspectus Architecture
R.K. Levitz LLC
Scheeser Buckley Mayfield LLC
Smith Seckman Reid
Van Auken Akins Architects
Wiss, Janney, Elstner Associates, Inc.

Specialty Services

APB & Associates
Atreo Group
Bostwick Design Partnership
ConstructAbility Inc.
EA Group
Ellet Neon Sales & Service, Inc.
GPD Group
Hammes Company
Hill International, Inc.
Konsentriks
Life Safety Enterprises
Mass Technologies LLC
NV5 Inc.
Partners Environmental Eng. & Surveying
PCS & Estimate, LLC
Professional Services Industries (PSI)
Richards Communications
Richard L. Bowen & Associates
Russell Phillips & Associates
Solar Testing Laboratories, Inc.
Technical Assurance, Inc.
Tsig Consulting

Approval of Certain Capital Improvements and Purchases

RESOLUTION 19080

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for certain capital improvements and purchases; and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves certain capital improvements and purchases, for the items, purposes, and aggregate costs as detailed in Attachment A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Attachment A
List of Capital Improvements and Equipment

	Description	Aggregate Cost	Funding Source	Background
1.	Research 3D Printing	\$34,147	Craig H. Neilsen Foundation Grant (#8981071199)	Funding to purchase equipment to print assistive devices for use with medical students and spinal cord patients.

TOTAL		\$34,147		
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Approval of Changes to the Hospital and Professional Charge Description Master (CDM) File

RESOLUTION 19081

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for changes to the hospital and professional Charge Description Master (CDM) file; and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves changes to the hospital and professional Charge Description Master (CDM) file, for the items shown in Attachment A.

BE IT FURTHER RESOLVED, the Chief Executive Officer and President, is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Attachment A

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Acceptance of the 2016 Results Compared to the 2016 Plan Measures and Goals for Performance Based
Variable Compensation Program

RESOLUTION 19082

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to accept and acknowledge the System's performance as compared with the 2016 metrics for the Performance Based Variable Compensation program.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby accepts and acknowledges the System's 2016 performance results as compared to the 2016 Plan Measures and Goals previously adopted by the Board, pending verification of the final 2016 Net Operating Income, as adjusted by the Achievements Resolution, through the finalization of the System's audited financial statements; and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Attachment A

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Approval of 2017 Metrics for Performance Based Variable Compensation Plan

* * * * *

RESOLUTION 19083

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved a Performance Based Variable Compensation plan for senior leadership (the “Plan”); and

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for Plan performance metrics for 2017.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the 2017 Plan Measures and Goals as described in the attachment hereto, to be utilized in connection with the overall compensation methodology. These metrics embody a balanced approach including financial, strategic, quality, community, diversity, operational and patient satisfaction goals. No awards will be paid unless the System achieves the Adjusted EBIDA “trigger”, which will be calculated net of the Performance Based Variable Compensation awards.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Attachment A

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Approval of the Engagement of Legal Counsel for the Transformation Financing

RESOLUTION 19084

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of the law firms of (i) Tucker Ellis LLP to serve as bond counsel, which will subcontract with Forbes, Fields & Associates to serve as co-bond counsel, and (ii) Calfee, Halter & Griswold LLP to serve as hospital counsel for The MetroHealth System's issuance and sale of Hospital Revenue Bonds, Series 2017; and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the engagement of the law firms of (i) Tucker Ellis LLP to serve as bond counsel, which will subcontract with Forbes, Fields & Associates to serve as co-bond counsel, and (ii) Calfee, Halter & Griswold LLP to serve as hospital counsel, for The MetroHealth System's issuance and sale of Hospital Revenue Bonds, Series 2017. Counsel's fees will be paid out of bond proceeds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Approval of Medical Staff Appointments/Actions
February/March 2017

RESOLUTION 19085

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on February 7, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on February 17, 2017.

Active A

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Cuebas Rolon, Ines del Carmen, MD	Pediatrics		2/10/2017	MHMC
Gullet, Travis, MD	Emergency Medicine		3/1/2017	MHMC
Isaac, Gregory, MD	Medicine	Hospital Medicine	2/8/2017	MHMC

Active B

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Kaforey, Neal, MD	Emergency Medicine		3/1/2017	MHMC

Affiliate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Biber, Jennifer, MD	Pediatrics	Pediatric Critical Care	2/8/2017	CHMCA
Goss, Jonathan, MD	Emergency Medicine	Life Flight	2/8/2017	MHMC
Graham, Bruce, DO	Emergency Medicine	Life Flight	2/8/2017	MHMC
Mosher, Jessica, MD	Dermatology		2/14/2017	Weatherby
Tang, Sharon, MD	Emergency Medicine	Life Flight	2/8/2017	MHMC

BioScientific

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Shanahan, John, MS	Radiology		2/8/2017	MHMC

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on February 7, 2017. The Actions will then be reviewed by the Medical Executive Committee via email vote on February 17, 2017.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Berggren, Erica, MD	OB/GYN	Maternal Fetal Medicine	2/5/2017-R
Bhavnani, Sanjeev, MD	Medicine	Hospital Medicine	2/3/2017-R
Bodman, Michael, DPM	Orthopaedics	Podiatry	2/20/2017-R
Curtis, Christine, Ph.D	Pathology		3/31/2016-R
Del Rio, Richard, MD	Medicine	Gastroenterology	2/1/2017-R
Delos Reyes, Christina, MD	Psychiatry		6/29/2016-R
Jain, Alok, MD	Medicine	Gastroenterology	3/6/2017-R
Lester, Shayla, MD	Medicine	Hospital Medicine	2/3/2017-R
Myers, David, MD	Medicine	Gastroenterology	2/1/2017-R
Salzgeber, Gary, DPM	Orthopaedics	Podiatry	2/14/2017-RT
Schefft, Paul, MD	Medicine		2/3/2017-R
Sharma, Bipin, MD	Medicine	Gastroenterology	2/1/2017-R
Springel, Edward, MD	OB/GYN		1/16/2017-RL

Waters, Thaddeus, MD	OB/GYN		1/16/2017-RL
Ways, Heather, MD	Family Medicine		12/31/2016-RT
Weinstein, Cheryl, MD	Internal Medicine	Internal Medicine	1/26/2017-R

Additional Clinical Privileges

<i>Name</i>	<i>New Privileges</i>	<i>Date</i>
Marcantonio, Chad, MD	Argon Laser NdYag Laser	2/3/2017

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on March 7, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on March 10, 2017.

Active A

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Aung, Ngu, MD	Psychiatry	Child/Adolescent Psychiatry	4/1/2017	MHMC

Affiliate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Dang, Anna, MD	Family Medicine		3/8/2017	Express Care
Ho, Peter, MD	Medicine	Radiation	3/13/2017	Weatherby
Malhotra, Vivek, MD	Pediatrics	Pediatric Critical Care	3/8/2017	CHMCA

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on March 7, 2017. The Actions will then be reviewed by the Medical Executive Committee via email vote on March 10, 2017.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Dearborn, Dorr, MD	Medicine		1/18/2017-RT
Gandhi, Preeti, MD	Anesthesiology	Pain Management	3/3/2017- R
Gatliff, Jason, Ph.D	Medicine		2/17/2017-R
Reed, Steven, MD	Radiology		2/20/2017-RL
Rong, Lingling, MD	Neurology		4/7/2017-R
Steinmetz, Michael, MD	Neurosciences		3/15/2017-R
Swamy, Kumar, MD	Pediatrics	Allergy/Immunology	3/31/2017-RT
Weinstein, Cheryl, MD	Medicine	Internal Medicine	1/26/2017-R

Additional Clinical Privileges

<i>Name</i>	<i>New Privileges</i>	<i>Date</i>
Fadul, Rafid, MD	Sedation Privileges	3/8/2017
Henn, Andrew, DO	Emergency Medicine Privileges	3/8/2017
Wiesen, Jonathan, MD	Sedation Privileges	3/8/2017

CC=Contract Complete, Fellowship Complete
R=Resigned
RL-Relocated
RT-Retired

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Approval of Allied Health Appointments/Actions
February/March 2017

RESOLUTION 19086

The following Appointments to the MetroHealth System Allied Health Provider will be reviewed by the C&S Committee on February 7, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on February 17, 2017.

Advanced Practice Nurses

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Brager, David, CNP	Psychiatry		2/8/2017	MHMC

Allied Health

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Garba, Bruce, PT	PM&R		3/1/2017	Westlake YMCA
Musser, Elizabeth, PT	PM&R		3/1/2017	Westlake YMCA
Nutter, Dian, PA-C	Emergency Medicine		2/8/2017	MHMC
Siejka, Stephen, PT	PM&R		3/1/2017	Westlake YMCA
Walsh, Timothy, PT	PM&R		3/1/2017	Westlake YMCA

The following actions to the MetroHealth System Allied Health Staff will be reviewed by the C&S Committee on February 7, 2017. The Actions will then be reviewed by the Medical Executive Committee via email vote on February 17, 2017.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Gaw, Shu, PA-C	Surgery		1/31/2017-R
Haber, Roy, AA-C	Anesthesiology		7/15/2016-R
Johal, Shelia, CGC	Pediatrics		1/1/2016-R
Lieder, Mary, CNP	Psychiatry		2/3/2017-RT
Loffelmann, Brenda, PA-C	Surgery	Ophthalmology	1/31/2017-R
Sanchez-Benitez, Dario, LISW	Psychiatry		2/28/2017-RT
Williams, Christine, CNP	Family Medicine		1/13/2017-R

Department Add

<i>Name</i>	<i>Department Addition</i>	<i>Date</i>
Perozeni, Pamela, PA-C	Add Drug Mart and Express Care	2/8/2017

Department Change

<i>Name</i>	<i>Department From</i>	<i>Department To</i>	<i>Date</i>
Johnson, Rikki, CNP	Anesthesiology	Neurology	2/26/2017

Additional Clinical Privileges

<u>Name</u>	<u>New Privileges</u>	<u>Date</u>
Haney, Nicole, CNP	Add Arterial Line Insertion/Removal, Suturing Central Line Removal, Cranial/Spinal Drain Removal	12/28/2016
Johnson, Rikki, CNP	Add CNP Neurology Privileges	2/26/2017
Meredith, Jenna, CNP	Add Intubation, Chest tube placement, Percucath intravenous placement, Lumbar puncture	2/7/2017

CC=Contract Complete, Fellowship Complete
R=Resigned
RL-Relocated
RT-Retired

The following Appointments to the MetroHealth System Allied Health Provider will be reviewed by the C&S Committee on March 7, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on March 10, 2017.

Advanced Practice Nurses

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Wheller, Kathryn, CNP	Surgery		3/8/2017	CHMCA

The following actions to the MetroHealth System Allied Health Staff will be reviewed by the C&S Committee on March 7, 2017. The Actions will then be reviewed by the Medical Executive Committee via email vote on March 10, 2017.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Lawrence, Lisa, CNP	Family Medicine		2/20/2017-R

Additional Clinical Privileges

<u>Name</u>	<u>New Privileges</u>	<u>Date</u>
Fogel, Susan, CNP	Removal Cranial and Lumbar Drains	3/8/2017

CC=Contract Complete, Fellowship Complete
R=Resigned
RL-Relocated
RT-Retired

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

Approval of Reappointments
March 2017

RESOLUTION 19087

Reappointments 3/15/2017 thru 3/15/2019				
LAST NAME	FIRST NAME	TITLE	DEPARTMENT	DIVISION
Abdel Salam	Hoda	MD	Medicine/Pediatrics	
Ackerman Werner	Stephani	MA CCC-A	Otolaryngology	Audiology
Agarwal	Sajat	MD	Medicine	Hospital Medicine
Ahuja	Payal	MD	Family Medicine	
Akhrass	Rami	MD	Surgery	Cardiothoracic
Alexander	Christine	MD	Family Medicine	
Al-Mashni	Laith	DDS	Dentistry	Oral Health
Anderson	Peter	MD,Ph.D	Pediatrics	Pediatric Hematology/Oncology
Aneja	Ashish	MD	Medicine	Cardiology
Antonelli	Maria	MD	Medicine	Rheumatology
Arora	Kavita	MD,MBE	OB/Gyn	
Bala	Elisa	MD,MSc	Surgery	Ophthalmology
Baltes	Matthew	DO	Family Medicine	
Bangalore Prasanna Kumar	Nilima	MD	Medicine	Internal Medicine
Bashour	Fadi	MD	Medicine	Gastroenterology
Baughman	William	MD	Radiology	
Beachy	Rochele	MD	Family Medicine	
Becker	Jeffery	MD	Medicine	Hospital Medicine
Belding	Jonathan	MD	Orthopaedics	
Bement	Sarah	MD	Pediatrics	
Bennett	Lauren	PA-C	Dermatology	
Berkowitz	Murray	DDS	Dentistry	Oral Health
Beytas	Erol	MD	Radiology	
Breedlove	Kristen	PA-C	Pediatrics	Pediatric Surgery
Brown	Susan	MD	Emergency Medicine	
Browne	Andrew	MD,Ph.D	Surgery	Ophthalmology
Caril	Sarah	MD	OB/Gyn	
Carter	Melissa	MA CCC-A	Otolaryngology	Audiology
Case	James	MD	Emergency Medicine	Life Flight
Cater	Grace	MD	Medicine	Cardiology
Chien	Edward	MD	OB/Gyn	Maternal/Fetal Medicine
Chiong	Ignacio	MD	Radiology	
Chotikanatis	Kobkul	MD	Pediatrics	Allergy/Immunology
Chrisman-Khawam	Leanne	MD	Family Medicine	
Ciocca	Rocco	MD	Surgery	Surgery Vascular
Claridge	Jeffrey	MD	Surgery	Trauma/Burn/Critical Care
Clark	Gary	MD,MMM,CPE	Physical Med & Rehab	
Clemow	Christina	DO	Radiology	
Combs	Meaghan	MD,MPH	Family Medicine	
Como	John	MD,MPH	Surgery	Trauma/Burn/Critical Care
Cotturo	Kerrie	CCP	Surgery	Cardiothoracic
Creamer	Johnbuck	MD	Medicine	Hospital Medicine
Crowe	David	MD	Dermatology	
Cui	Lixin	MD,Ph.D	Physical Med & Rehab	
Daneshgari	Firouz	MD,MBA	Surgery	Research
Danko	Ihor	DDS	Dentistry	Oral & Maxillofacial Surgery
Daprano	Joseph	MD	Medicine/Pediatrics	
Dejoy	Samuel	MD	Anesthesiology	
Dell	Katherine	MD	Medicine	Research

Deming	Nicole	JD	Medicine	Research
DeOreo	Elizabeth	MD	Psychiatry	
Deschenes	Isabelle	Ph.D	Medicine	Research
Diaz	Alberto	MD	Medicine	Cardiology
Dietz	Michelle	MD	Center of Geriatrics	
Dimarco	Anthony	MD	Physical Med & Rehab	
DiSano	Katherine	MD	Dermatology	
Dodge	Emily	MD	Emergency Medicine	
Dong-Kondas	Julie	MD	Dermatology	
Downes	Sean	MD	Family Medicine	
Eckhauser	Christine	MD	Radiology	
Elias	Michael	AA-C	Anesthesiology	
Erminy	Victor	DDS	Dentistry	Oral Health
Farhat	Naim	MD	Medicine	Cardiology
Fass	Shira	Ph.D	Psychiatry	
Feier	Gabriela	MD	Psychiatry	
Fernandez	Michelle	LISW-S	Psychiatry	Social Work
Finton	Paula	MD	Medicine	Internal Medicine
Fitzgerald	Elaine	MD	Pediatrics	
Forde	Wayne	MD	Family Medicine	
Frantz	Martin	MD	Family Medicine	
Frantz	Matthew	DO	Family Medicine	
Freeman	Richard	MD	Otolaryngology	
Frommelt	Jonathan	MD	Emergency Medicine	
Gelehrter	George	MD	Medicine	Palliative Care
Gemechu	Fassil	MD	Center of Geriatrics	
Ghori	Abdulla	MD	Pediatrics	
Gifford	Susan	MD	Medicine	Internal Medicine
Gill	Inderjit	MD	Surgery	Cardiothoracic
Glazer	Gwen	MD	Pediatrics	
Goldblatt	Eric	MD	Emergency Medicine	Life Flight
Grady	Angela	DPM	Orthopaedics	Podiatry
Gregory	Jolee	MD	Medicine/Pediatrics	
Griggs	Jessica	DO	Family Medicine	
Grimes	Kevin	MD	Surgery	Surgery General
Groh-Wargo	Sharon	Ph.D	Pediatrics	Neonatology
Gurley	Diana	Ph.D	Psychiatry	
Gunzler	Douglas	Ph.D	Medicine	Research
Hacker	Robert	MD	Surgery	Surgery Vascular
Haddad	Maryanne	DO	Medicine	Internal Medicine
Hanna-Mitchell	Ann	Ph.D	Surgery	Research
Hanrahan	Jennifer	DO,MA	Medicine	Infectious Disease
Harders	Maureen	MD	Anesthesiology	
Harrington	Michael	MD	Medicine	Palliative Care
Hecker	Michelle	MD	Medicine	Infectious Disease
Hodgson	John	MD	Medicine	Cardiology
Hogan	Elizabeth	CGC	Pediatrics	
Horwath	Ewald	MD	Psychiatry	
Horwitz	Edward	MD	Medicine	Nephrology
Houser	Steven	MD	Otolaryngology	
Hoxha	Alma	MD	Anesthesiology	

Huml	Anne	MD	Medicine	Nephrology
Jaworsky	Christine	MD	Dermatology	
Jeromin	Alice	DVM	Dermatology	
Johnson	Freedom	MD	Otolaryngology	
Kao	Wei-Ming	MD,Ph.D	Medicine/Pediatrics	
Kapur	Rahi	MD	Emergency Medicine	
Kauffman	Erick	MD	Family Medicine	
Kaufman	Bram	MD	Surgery	Surgery Plastic
Kekic	Katy	LISW-S	Psychiatry	Social Work
Kelly	Michael	MD	Neurosciences	
Kennen	James	DO	Radiology	
Khan	Tariq	MD	Medicine	Endocrinology
Khan	Mehnaz	MD	Surgery	Ophthalmology
Kherani	Kausar	MD	Pediatrics	
Kish	Louis	MD	Dermatology	
Kozik	James	DDS	Dentistry	Oral Health
Krawczynski	Nellie	LISW-S	Psychiatry	Social Work
Krishnan	Vidya	MD	Medicine	Pulmonary
Krupkin	Richard	MD	Physical Med & Rehab	
Kumar	Deepak	MD	Pediatrics	Neonatology
Kurowski	Jacob	MD	Pediatrics	Pediatric Gastroenterology
Kutoloski	Karen	DO	Medicine	Cardiology
Kyprianou	Annette	MD	Medicine	Gastroenterology
Lalone	Katy	MD	Psychiatry	
Lamba	Bhanu	DMD	Dentistry	Oral Health
Latifi	Samir	MD	Pediatrics	Pediatric Critical Care
Laurenty	David	PA-C	Anesthesiology	
Lebak	Kelly	MD	Anesthesiology	
Lebovitz	Daniel	MD	Pediatrics	Pediatric Critical Care
Lengu	Irma	MD	Surgery	Urology
Levine	Ari	MD	Orthopaedics	
Li	Benjamin	MD	Surgery	Surgery Oncology
Liu	Sheng	MD	Family Medicine	
Liu	Guiming	MD,Ph.D	Surgery	Research
Lodhi	Wajahat	MD	Center of Geriatrics	
Louis	Judette	MD	OB/Gyn	
Lovich-Sapola	Jessica	MD,MBA	Anesthesiology	
Lowe	Josef	MD	Emergency Medicine	Life Flight
Lowenthal	Rebecca	MD	Family Medicine	
Loy	Maria	MD	Anesthesiology	
Madhavan	Sethu	MD	Medicine	Nephrology
Magoulis	Constance	MD	Center of Geriatrics	
Maier	Vanessa	MD,MPH	Family Medicine	
Malkamaki	Daniel	MD	Physical Med & Rehab	
Maqsood	Syeda	MD	Pediatrics	
Margolius	David	MD	Medicine	Internal Medicine
Martinez	Alan	DDS	Dentistry	Oral & Maxillofacial Surgery
Martinez	Jane	LISW	Psychiatry	Social Work
Marwaha	Raman	MD	Psychiatry	
McNamara	Michael	MD	Radiology	
Merheb	Maya	MD	Medicine	Gastroenterology

Miller	Mary	MD,Ph.D	Psychiatry	
Moise	Mireille	MD	Surgery	Surgery Vascular
Montanez-Wiscovich	Marjorie	MD,Ph.D	Dermatology	
Morrow-White	Cheryl	MD	Pediatrics	
Morton	Antwon	DO	Physical Med & Rehab	
Najarian	Sandra	MD,FACEP	Emergency Medicine	
Ng	Henry	MD	Medicine/Pediatrics	Internal Medicine
Nemeth	William	DDS	Dentistry	Oral Health
O'Brien	Timothy	MD	Medicine	Hematology/Oncology
Orraca-Tetteh	Sophia	MD	Pediatrics	
O'Toole	John	MD	Medicine	Nephrology
Pahlajani	Geetu	MD	Family Medicine	
Pantham	Ganesh	MD	Medicine	Research
Patel	Chhaya	MD	Neurology	
Patel	Sophia	MD	Pediatrics	Pediatric Gastroenterology
Patterson	Vernon	DO	Family Medicine	
Pearlman	Fred	DO	Pediatrics	
Perzynski	Adam	Ph.D	Medicine	Research
Petrie	Timothy	MD	Emergency Medicine	Life Flight
Petrikovets	Andrey	MD	OB/Gyn	
Phelan	Michael	MD	Emergency Medicine	
Piktel	Joseph	MD	Emergency Medicine	
Pinault	Gilles	MD	Orthopaedics	
Platt-Houston	Candis	MD	Pediatrics	
Pollard	Robert	MD	OB/Gyn	
Raju	Nygi	MD	Family Medicine	
Randolph	Christopher	DO	Emergency Medicine	Life Flight
Ratner	Sheerli	Ph.D	Psychiatry	
Razi	Ahmad	MD	OB/Gyn	
Reichsman	Ann	MD	Family Medicine	
Ricanati	Steven	MD	Medicine	Internal Medicine
Roehrs	Matthew	DO	Emergency Medicine	
Roscoe	William	OD,Ph.D,MS	Surgery	Ophthalmology
Rosenberg	Jeffrey	MD	Medicine	Internal Medicine
Rosenberg	Arlene	MD	Dermatology	
Roy	Aparna	MD	Pediatrics	Pediatric Critical Care
Saadeh	Wasim	MD	Pediatrics	
Said	Tamer	MD	Family Medicine	
Sajatovic	Martha	MD	Psychiatry	
Sakiani	Sasan	MD	Medicine	Gastroenterology
Sandhu	Dalbir	MD	Medicine	Gastroenterology
Saul	James	MD	Medicine	Internal Medicine
Schearer	Eric	Ph.D	Physical Med & Rehab	
Schieda	Jill	MD	Radiology	
Schilling	William	Ph.D	Medicine	Research
Schnell	David	MD	Medicine	Cardiology
Schrock	Jon	MD,FACEP	Emergency Medicine	
Schwartzman	Larisa	MD	Medicine	Hematology/Oncology
Sears	Jonathan	MD	Surgery	Ophthalmology
Seeholzer	Eileen	MD	Medicine	Internal Medicine
Selvaraju	Suresh	Ph.D	Pathology	

Sharpe	Susan	MD	Surgery	Surgery Oncology
Sherry	Nicholas	PA-C	Orthopaedics	
Shiber	Linda-Dalal	MD	OB/Gyn	
Sika	Neil	OD	Surgery	Ophthalmology
Singh	Maninder	MD	Anesthesiology	
Smith	Kip	Ph.D	Physical Med & Rehab	Rehabilitation Psychology
Somach	Stephen	MD	Dermatology	
Sood	Raghav	MD	Medicine	Internal Medicine
Srivastava	Sunil	MD	Surgery	Ophthalmology
Starkey	Michael	MA CCC-A	Otolaryngology	Audiology
Stephens, III	Donald	MD	Surgery	Ophthalmology
Stetzer	Bradley	DO	OB/Gyn	Maternal/Fetal Medicine
Stevenson	Aundrea	MD	Medicine	Internal Medicine
Stricker	Michael	PA-C	Medicine	Internal Medicine
Suntala	Christopher	MD	Medicine	Internal Medicine
Tabbaa	Kutaiba	MD	Anesthesiology	Pain Management
Tallman	Thomas	MD	Emergency Medicine	
Tang	Xiaozhou	MD	Family Medicine	
Tarabichi	Yasir	MD	Medicine	Pulmonary
Taub	Ira	MD	Pediatrics	Pediatric Cardiology
Teng	Kathryn	MD	Medicine	Internal Medicine
Thomas	Megan	MD	OB/Gyn	
Times	Melissa	MD	Surgery	Surgery General
Tishman	Benjamin	DO	Emergency Medicine	Life Flight
Tjan	Allison	PA-C	Surgery	Cardiothoracic
Torres	Lisa	MD	Pediatrics	Pediatric Comprehensive Care
Treasure	Michelle	MD	Medicine	Hematology/Oncology
Triolo	Ronald	Ph.D	Orthopaedics	
Tseng	Lee	MD	Radiology	
Turgeon	Karen	MD	Dermatology	
Vallier	Heather	MD	Orthopaedics	
Venna	Ranga	MD	Anesthesiology	
Vojak	Madeline	MA CCC-A	Otolaryngology	
Waheed	Rehan	MD	Medicine	Internal Medicine
Wallis	Nicole	MD,FACEP	Emergency Medicine	
Williams	James	MD	Radiology	
Wilson	Lance	MD,FACEP	Emergency Medicine	
Winfield	Anna	MD,MPH	Pediatrics	
Wolfe	M. Michael	MD	Medicine	Gastroenterology
Wozniak	Kathryn	PA-C	Orthopaedics	
Wright	Andrew	MD	Emergency Medicine	Life Flight
Wyatt	Christopher	MD	Emergency Medicine	
Young	Henry	DDS	Dentistry	Oral Health
Yuan	Alex	MD	Surgery	Ophthalmology
Zack	Amy	MD	Family Medicine	

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017

RESOLUTION

Authorization of the issuance and sale of not to exceed \$1.3 billion aggregate principal amount of Hospital Revenue Bonds, Series 2017 (The MetroHealth System) for the purposes of (a) paying or reimbursing costs of certain hospital facilities for The MetroHealth System, including paying or reimbursing qualifying tax-exempt routine capital expenditures and paying or reimbursing costs related to the Transformation Project, and including payment of interest during the construction period for such Transformation Project, (b) refunding all of the outstanding (i) County of Cuyahoga, Ohio Hospital Refunding Revenue Bonds, Series 2011 (The MetroHealth System Project) (Taxable Bonds), (ii) County of Cuyahoga, Ohio Hospital Refunding Revenue Bonds, Series 2012 (The MetroHealth System Project), and (iii) County of Cuyahoga, Ohio Hospital Refunding Revenue Bonds, Series 2015 (The MetroHealth System), (c) payment of certain capital lease obligations relating to hospital facilities leased from certain affiliates of The MetroHealth System, (d) refinancing short-term indebtedness incurred to refund the County of Cuyahoga, Ohio Hospital Improvement and Refunding Revenue Bonds, Series 1997 (The MetroHealth System Project), (e) making a deposit to a Bond Reserve Fund, if required, and (f) paying certain costs of issuance; authorization of the execution and delivery of the Twelfth Supplemental Trust Indenture, a Bond Purchase Agreement, a Continuing Disclosure Agreement, an Escrow Agreement and a Tax Regulatory Agreement; and authorization and approval of related matters.

* * * * *

RESOLUTION 19088

WHEREAS, the County of Cuyahoga, Ohio (the "County"), a county and political subdivision in and of the State of Ohio (the "State"), acting by and through this Board of Trustees (the "Board") of The MetroHealth System ("The MetroHealth System" or the "Issuer"), a board of county hospital trustees duly organized under Chapter 339 of the Ohio Revised Code, is authorized and empowered by virtue of the laws of the State, including without limitation, Chapter 140 and Sections 9.98 through 9.983 of the Ohio Revised Code (the "Act"), among other things: (i) to acquire, construct, improve and equip "hospital facilities" as defined in the Act, (ii) to issue its revenue bonds for the purpose of financing and refinancing the "costs of hospital facilities", as defined in the Act, and to secure those revenue bonds by a trust indenture and by the pledge and assignment of the funds created under the trust indenture, and (iii) to enact this resolution and enter into a Twelfth Supplemental Trust Indenture, among other documents, upon the terms and conditions provided herein and therein; and

WHEREAS, by resolution duly adopted on May 31, 1989, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Facilities Revenue Bonds, Series 1989 (The MetroHealth System Project) (the "Series 1989 Bonds"), the proceeds of which were used for the purpose of paying costs of certain hospital facilities for The MetroHealth System; and

WHEREAS, the Series 1989 Bonds were issued pursuant to the terms of a Trust Indenture between the Issuer and U.S. Bank National Association (as successor to National City Bank) (the "Trustee") dated as of June 1, 1989 (the "Original Indenture") and a First Supplemental Trust Indenture between the Issuer and the Trustee dated as of June 1, 1989 (the "First Supplemental Indenture"), to which Original Indenture and First Supplemental Indenture reference is hereby made as if rewritten herein in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on January 9, 1997, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Improvement and Refunding Revenue Bonds, Series 1997 (The MetroHealth System Project) (the "Series 1997 Bonds"), the proceeds of which were used for the purposes of (i) paying the costs of constructing, renovating, furnishing, equipping and improving certain hospital facilities for The MetroHealth System, and (ii) refunding certain maturities of the Series 1989 Bonds; and

WHEREAS, the Series 1997 Bonds were issued pursuant to the terms of a Second Supplemental Trust Indenture between the Issuer and the Trustee dated as of February 1, 1997 (the "Second Supplemental Indenture"), to which Second Supplemental Indenture reference is hereby made as if rewritten herein in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on August 27, 1997, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Refunding Revenue Bonds, Series 1997A (The MetroHealth System) (the "Series 1997A Bonds"), the proceeds of which were used for the purposes of refunding certain maturities of the Series 1989 Bonds; and

WHEREAS, the Series 1997A Bonds were issued pursuant to the terms of a Third Supplemental Trust Indenture between the Issuer and the Trustee dated as of September 1, 1997 (the "Third Supplemental Indenture"), to which Third Supplemental Indenture reference is hereby made as if rewritten herein in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on August 25, 1999, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Improvement Revenue Bonds, Series 1999 (The MetroHealth System Project) (the "Series 1999 Bonds"), the proceeds of which were used for the purposes of paying the costs of constructing, renovating, furnishing, equipping and improving certain hospital facilities for The MetroHealth System; and

WHEREAS, the Series 1999 Bonds were issued pursuant to the terms of a Fourth Supplemental Trust Indenture between the Issuer and the Trustee dated as of September 1, 1999 (the "Fourth Supplemental Indenture"), to which Fourth Supplemental Indenture reference is hereby made as if rewritten in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on February 26, 2003, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Improvement Variable Rate Demand Revenue Bonds, Series 2003 (The MetroHealth System Project) (the "Series 2003 Bonds"), the

proceeds of which were used for the purposes of paying the costs of constructing, renovating, furnishing, equipping and improving certain hospital facilities for The MetroHealth System; and

WHEREAS, the Series 2003 Bonds were issued pursuant to the terms of a Fifth Supplemental Trust Indenture between the Issuer and the Trustee dated as of March 1, 2003 (the “Fifth Supplemental Indenture”), to which Fifth Supplemental Indenture reference is hereby made as if rewritten in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on July 27, 2005, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Improvement and Refunding Variable Rate Demand Revenue Bonds, Series 2005 (The MetroHealth System Project) (the “Series 2005 Bonds”), the proceeds of which were used for the purposes of (i) paying the costs of constructing, renovating, furnishing, equipping and improving certain hospital facilities for The MetroHealth System and (ii) refunding the outstanding Series 1999 Bonds; and

WHEREAS, the Series 2005 Bonds were issued pursuant to the terms of a Sixth Supplemental Trust Indenture between the Issuer and the Trustee dated as of July 1, 2005 (the “Sixth Supplemental Indenture”), to which Sixth Supplemental Indenture reference is hereby made as if rewritten in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on October 28, 2009, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Facilities Revenue Bonds, Series 2009A (The MetroHealth System) (the “Series 2009A Bonds”), the proceeds of which were used for the purposes of paying the costs of acquiring certain hospital facilities for The MetroHealth System; and

WHEREAS, the Series 2009A Bonds were issued pursuant to the terms of a Seventh Supplemental Trust Indenture between the Issuer and the Trustee dated as of November 1, 2009 (the “Seventh Supplemental Indenture”), to which Seventh Supplemental Indenture reference is hereby made as if rewritten in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on November 18, 2009, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Revenue Bonds, Taxable Series 2009B (The MetroHealth System) (Build America Bonds – Direct Payment) (the “Series 2009B Bonds”), the proceeds of which were used for the purposes of paying the costs of acquiring certain hospital facilities for The MetroHealth System; and

WHEREAS, the Series 2009B Bonds were issued pursuant to the terms of an Eighth Supplemental Trust Indenture between the Issuer and the Trustee dated as of January 1, 2010 (the “Eighth Supplemental Indenture”), to which Eighth Supplemental Indenture reference is hereby made as if rewritten in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on October 26, 2011, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Revenue Bonds, Series 2011 (The

MetroHealth System) (Taxable Bonds) (the “Series 2011 Bonds”), the proceeds of which were used for the purposes of refunding all or a portion of (i) the Series 1997 Bonds, (ii) the Series 1997A Bonds and (iii) the Series 2009A Bonds; and

WHEREAS, the Series 2011 Bonds were issued pursuant to the terms of a Ninth Supplemental Trust Indenture between the Issuer and the Trustee dated as of November 1, 2011 (the “Ninth Supplemental Indenture”), to which Ninth Supplemental Indenture reference is hereby made as if rewritten in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on November 14, 2012, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Revenue Bonds, Series 2012 (The MetroHealth System) (the “Series 2012 Bonds”), the proceeds of which were used for the purpose of refunding the outstanding Series 2003 Bonds; and

WHEREAS, the Series 2012 Bonds were issued pursuant to the terms of a Tenth Supplemental Trust Indenture between the Issuer and the Trustee dated as of December 1, 2012 (the “Tenth Supplemental Indenture”), to which Tenth Supplemental Indenture reference is hereby made as if rewritten in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, by resolution duly adopted on October 28, 2015, this Board authorized the issuance of the County of Cuyahoga, Ohio Hospital Refunding Revenue Bonds, Series 2015 (The MetroHealth System) (the “Series 2015 Bonds”), the proceeds of which were used for the purpose of refunding the outstanding Series 2005 Bonds; and

WHEREAS, the Series 2015 Bonds were issued pursuant to the terms of an Eleventh Supplemental Trust Indenture between the Issuer and the Trustee dated as of December 1, 2015 (the “Eleventh Supplemental Indenture”), to which Eleventh Supplemental Indenture reference is hereby made as if rewritten in full and all terms as defined therein shall have the same meanings herein unless the context otherwise so indicates; and

WHEREAS, this Board, pursuant to the foregoing authority has determined that it is willing to issue an aggregate amount not to exceed \$1.3 billion of Additional Bonds (the “Series 2017 Bonds”) under the circumstances and upon the terms set forth in this Bond Resolution for the purposes of (i) refunding all of the outstanding Series 2011 Bonds, Series 2012 Bonds and Series 2015 Bonds, (ii) payment of capital lease obligations relating to certain hospital facilities leased from affiliates of The MetroHealth System (the “Capital Lease Obligations”), (iii) refinancing certain short-term indebtedness incurred to refund the Series 1997 Bonds (the “Short-Term Indebtedness”), (iv) paying the costs of constructing, renovating, furnishing, equipping and improving certain hospital facilities, including paying or reimbursing certain tax-exempt qualifying routine capital expenditures and paying or reimbursing costs related to The MetroHealth System’s hospital transformation project as detailed in prior presentations to this Board (the “Transformation Project”), and including payment of interest during the construction period of such Transformation Project, (v) making a deposit to a Bond Reserve Fund, if required, and (vi) paying certain costs of issuance of the Series 2017 Bonds (collectively, the “Project”); and

WHEREAS, to secure the Series 2017 Bonds the Issuer will enter into a Twelfth Supplemental Trust Indenture dated as of the first day of the month in which the Series 2017 Bonds are issued (the “Twelfth Supplemental Indenture”, and together with the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture, the Fifth Supplemental Indenture, the Sixth Supplemental Indenture, the Seventh Supplemental Indenture, the Eighth Supplemental Indenture, the Ninth Supplemental Indenture, the Tenth Supplemental Indenture and the Eleventh Supplemental Indenture, the “Indenture”), with the Trustee, supplementing the Original Indenture; and

WHEREAS, the Issuer has determined that there is a substantial need (i) for refunding of the Series 2011 Bonds, the Series 2012 Bonds and the Series 2015 Bonds, (ii) for paying the Capital Lease Obligations and refinancing the Short-Term Indebtedness, and (iii) for financing the Project to provide, at the lowest possible cost, health care services to the residents of the County and the State, without discrimination by reason of race, creed, color or national origin;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of The MetroHealth System, that:

Section 1. Authorization of Series 2017 Bonds. This Board finds and determines that it is necessary to, and the County acting by and through the Issuer shall issue, sell and deliver, as provided and authorized herein and pursuant to the Act, the Series 2017 Bonds in an aggregate principal amount as shall be determined in the Certificate of Award pursuant to Section 5 of this Resolution, for the following purposes: (i) paying “costs of hospital facilities”, as defined in the Act, including the payment of, and the reimbursement of moneys applied by the Issuer for, the costs of acquiring constructing, improving and equipping the Project, and including interest to be paid during the construction period of the Project, (ii) currently refunding the Series 2011 Bonds, the Series 2012 Bonds and the Series 2015 Bonds, (iii) paying the Capital Lease Obligations, (iv) refinancing the Short-Term Indebtedness, (v) funding a payment to the Bond Reserve Fund, if required, and (vi) paying costs and expenses incurred in connection with the issuance of the Series 2017 Bonds.

This Board hereby declares that it has determined or expects that the refunding of the Series 2011 Bonds, the Series 2012 Bonds and the Series 2015 Bonds will be beneficial by reason of the terms, conditions, covenants or security pertaining to those bonds to be refunded. This Board finds and determines that any refinancing of obligations issued or loans incurred by, or reimbursement of money advanced or expended by, The MetroHealth System or its affiliates advances the purposes of the Act. This Board further finds and determines that the issuance of the Series 2017 Bonds and the use of proceeds thereby as provided herein furthers the purposes of the Act.

The maximum aggregate principal amount of the Series 2017 Bonds shall not be greater than \$1.3 billion.

Section 2. Terms and Provisions of the Series 2017 Bonds.

(a) General. The Series 2017 Bonds shall be issued and secured under the terms of the Original Indenture, as supplemented by the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture, the Fifth Supplemental Indenture, the Sixth Supplemental Indenture, the Seventh Supplemental Indenture, the Eighth Supplemental Indenture, the Ninth Supplemental Indenture, the Tenth Supplemental Indenture, the Eleventh Supplemental Indenture and the Twelfth Supplemental Indenture. The Series 2017 Bonds (i) shall be designated “Hospital Revenue Bonds, Series 2017 (The MetroHealth System)” or as otherwise designated in the Certificate of Award; (ii) shall be issuable only in fully registered form and substantially as set forth in Exhibit A to the Twelfth Supplemental Indenture; (iii) shall be numbered in a manner determined by the Trustee which will distinguish each Series 2017 Bond from each other Series 2017 Bond; and (iv) shall be dated as otherwise provided in the Certificate of Award.

The Series 2017 Bonds shall only be issued to a Depository for holding in a Book Entry System, all as defined and provided in the Twelfth Supplemental Indenture. There shall be a single Series 2017 Bond representing each interest rate for each maturity of the Series 2017 Bonds. The Series 2017 Bonds shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository as described in Article II of the Twelfth Supplemental Indenture, without further action by the Issuer as referred to in that Article II.

The principal of and any premium and the interest on the Series 2017 Bonds shall be payable as provided in the Indenture without deduction for the services of any paying agent. The Trustee shall be the paying agent for the Series 2017 Bonds and may designate additional paying agents as provided in the Indenture. The Series 2017 Bonds shall be signed by the Chairperson and the Secretary of this Board (provided that one or both of those signatures may be facsimiles).

(b) Interest Rates, Maturities and Redemption Terms. The Series 2017 Bonds shall bear interest at the fixed interest rates provided in the Certificate of Award, payable on each Interest Payment Date (as specified in the Certificate of Award and as to be provided in the Twelfth Supplemental Indenture); provided that in no event shall the average annual interest cost for the Series 2017 Bonds exceed six percent (6.0%). The Series 2017 Bonds are subject to optional, extraordinary optional and mandatory redemption and purchase in lieu of redemption upon the conditions and at the times and prices as specified in the Certificate of Award and as to be provided in the Twelfth Supplemental Indenture.

Section 3. Sale of the Series 2017 Bonds. The Series 2017 Bonds are sold and awarded to Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities, LLC and additional co-managing underwriting firms to be designated in the Certificate of Award (collectively, including any of their respective affiliates, the “Original Purchasers”) in accordance with the terms of this Bond Resolution, the Indenture and the Bond Purchase Agreement described below at a purchase price equal to (i) the aggregate principal amount of the Series 2017 Bonds (plus any original issue premium and less any original issue discount), less (ii) the amount of any underwriter’s discount, as determined in the Certificate of Award. It is determined hereby that the purchase price and the manner of sale and the terms of the Series 2017 Bonds, as provided in this Resolution, a Bond Purchase Agreement among the Issuer and the Original Purchasers in the form approved by the Chief Financial Officer and Chief Legal

Officer of The MetroHealth System (the “Bond Purchase Agreement”) and the Indenture, are consistent with all legal requirements and will carry out the public purposes of the Act.

The award shall be further evidenced by the Certificate of Award, which shall determine and state the aggregate principal amount of the Series 2017 Bonds to be issued, the date of the Series 2017 Bonds, the purchase price of the Series 2017 Bonds, the final name designation of the Series 2017 Bonds, the uses and allocation of the sale proceeds of the Series 2017 Bonds and the information relating to interest rates, maturities and redemption provisions as provided herein. The Certificate of Award shall be executed by any two of the officers of this Board, or any three members of this Board, provided that at least one of those members is an officer of this Board, and those officers/members are hereby further authorized and directed to execute and deliver the Bond Purchase Agreement to the Original Purchasers, in the form approved on behalf of the Issuer by the Chief Financial Officer and the Chief Legal Officer.

Each officer of this Board, the President and Chief Executive Officer, the Chief Financial Officer and the Chief Legal Officer of The MetroHealth System, are authorized and directed, alone or together, to make the necessary arrangements with the Original Purchasers to establish the date, location, procedures and conditions for the delivery of the Series 2017 Bonds to the Original Purchasers and to take all steps necessary to effect due execution, authentication and delivery of the Series 2017 Bonds to the Original Purchasers under the terms of this Bond Resolution, the Certificate of Award, the Indenture and the Bond Purchase Agreement.

This Board approves the use and distribution by the Original Purchasers, in connection with the offer and sale of the Series 2017 Bonds, of a Preliminary Official Statement and a final Official Statement. Each officer of this Board, the President and Chief Executive Officer, the Chief Financial Officer and the Chief Legal Officer of The MetroHealth System, is authorized to provide a certification to the Original Purchasers on behalf of the Issuer that the Preliminary Official Statement is a “deemed final” official statement (except for permitted omissions) by the Issuer as of its date for purposes of paragraph (b)(1) of Rule 15c2 12 adopted by the Securities Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Rule”). Each officer of this Board, the President and Chief Executive Officer, the Chief Financial Officer and the Chief Legal Officer of The MetroHealth System, is further authorized to prepare and complete the Preliminary Official Statement and the Official Statement with such modifications, changes and supplements as such officer may approve or authorize for the purpose of preparing and determining, and to certify or otherwise represent, that the Official Statement is a final official statement for purposes of paragraphs (b)(3) and (b)(4) of the Rule. The execution of the Official Statement by such officer shall be conclusive evidence that such modifications, changes and supplements are approved or authorized.

Except as may be described in the Bond Purchase Agreement, the Issuer has not confirmed, and assumes no responsibility for, the accuracy, completeness or sufficiency of any of the statements relating in any way to the Original Purchasers or to The Depository Trust Company in the Preliminary Official Statement or in any other disclosure document used by the Original Purchasers in connection with the offer and sale of the Series 2017 Bonds or any supplements thereto, or in any reports, financial information, offering or disclosure documents or other information.

In the event that two or more of the officers of this Board are unable to execute the Certificate of Award, the Bond Purchase Agreement or the Series 2017 Bonds because they are unavailable or incapacitated, then any three members of this Board may execute the Certificate of Award, the Bond Purchase Agreement or the Series 2017 Bonds provided that at least one of those members is an officer of this Board.

Section 4. Allocation of Proceeds of the Series 2017 Bonds. The proceeds derived from the sale of the Series 2017 Bonds (including without limitation, any interest accrued thereon) shall be deposited as follows: (a) to the Series 2017 Interest Payment Account of the Bond Fund created under the Indenture, any accrued interest paid by the Original Purchasers; (b) to the Bond Proceeds Account of the Bond Reserve Fund, the amount, if any, which is specified to be deposited with respect to the Series 2017 Bonds as provided in the Certificate of Award; (c) to the Series 2017 Administrative Expense Fund created under the Twelfth Supplemental Indenture, an amount determined in the Certificate of Award; (d) to the Escrow Fund (defined below), the amount specified in the Certificate of Award and to be specified in the Escrow Agreement (defined below) to be necessary to refund the Refunded Bonds, pay the Capital Lease Obligations and refund the Short-Term Indebtedness, which amounts shall be applied by the Escrow Trustee for such purposes in accordance with the Escrow Agreement; and (e) to the Series 2017 Project Fund created under the Indenture, the amount specified in the Certificate of Award.

All funds, accounts and subaccounts contemplated herein or in the Indenture to be created are authorized and directed hereby to be created and shall be used without further action by this Board for the purposes specified in the Indenture.

Section 5. Refunding of Refunded Bonds. The Refunded Bonds shall be currently refunded as provided in an Escrow Agreement dated as of the date of the Twelfth Supplemental Indenture (the "Escrow Agreement") between the Issuer and U.S. Bank National Association, as escrow trustee (the "Escrow Trustee"). The Escrow Trustee is authorized and directed on behalf of the Issuer to call for redemption all of the outstanding Refunded Bonds in accordance with the Indenture and the Escrow Agreement. The Chief Financial Officer and the Chief Legal Officer are each hereby authorized to give notice to the Escrow Trustee of the Issuer's election to redeem the Refunded Bonds in accordance with the Indenture.

Section 6. Paying the Capital Lease Obligations and Refunding the Short-Term Indebtedness. The outstanding balances of the Capital Lease Obligations and the Short-Term Indebtedness are hereby authorized to be paid in full as to be provided in the Escrow Agreement.

Section 7. Security and Source of Payment for the Series 2017 Bonds. Except as permitted otherwise under the Indenture, the Series 2017 Bonds shall be special obligations of the Issuer and the principal of and any premium and the interest on the Series 2017 Bonds shall be equally and ratably payable from and secured by the Hospital Receipts, being generally (a) the Financing Payments under and as defined in the Indenture, (b) moneys and investments in the Special Funds established under the Indenture, (c) the proceeds derived from the sale of the Series 2017 Bonds and (d) all income and profit from the investment of the foregoing. As provided in the Indenture, the Issuer shall make Financing Payments to the Trustee in the amounts and at the times sufficient to pay the principal of and any premium and interest on the

Bonds (including the Series 2017 Bonds) when due (whether on an interest payment date, at maturity, on a redemption date, by acceleration or otherwise) and to make any required deposits to the Special Funds. The Financing Payments shall be made by the Issuer from the revenues received by or on behalf of the Issuer from the ownership or operation of the Hospital Facilities as defined in the Indenture (being generally the facilities comprising The MetroHealth System) less all reasonable and proper costs of operating, maintaining and repairing the Hospital Facilities to be paid by the Issuer from those revenues, and any other available moneys of the Issuer permitted by law to be used for the purpose of making Financing Payments.

The Series 2017 Bonds shall be equally and ratably secured by the assignment of the Hospital Receipts under the Indenture. In addition, the Series 2017 Bonds shall be secured by moneys and investments, or one or more letters of credit, to be deposited in the Bond Reserve Fund created under the Indenture. One or more letters of credit may be provided for deposit into the Bond Reserve Fund by the County, which has entered into a Debt Service Reserve Support Agreement dated March 8, 2017 (the "Debt Service Reserve Support Agreement") with The MetroHealth System. The County has agreed in the Debt Service Reserve Support Agreement to use commercially reasonable efforts to obtain one or more letters of credit to be deposited into the Bond Reserve Fund in lieu of cash or other investments.

The Twelfth Supplemental Indenture shall impose certain financial covenants on The MetroHealth System for the benefit of the holders of the Series 2017 Bonds, which may include a debt service coverage covenant, a gross revenue pledge and a days cash on hand covenant, and shall provide for certain amendments to the Indenture, all as provided in the final form of the Twelfth Supplemental Indenture to be approved by one or more of the authorized officers listed in Section 3.

Anything in this Resolution, the Series 2017 Bonds or the Indenture to the contrary notwithstanding, the Series 2017 Bonds do not and shall not represent or constitute general obligations, debt, bonded indebtedness or a pledge of the faith and credit of the County, the State or any other political subdivision thereof and further, nothing herein gives the Holders or owners of the Series 2017 Bonds, and they do not have, the right to have excises, ad valorem or other taxes levied by the County, the State or the taxing authority of any other political subdivision for the payment of the principal of and any premium or interest on the Series 2017 Bonds. The Series 2017 Bonds shall contain a statement to that effect and to the effect that the Series 2017 Bonds are payable solely from the Hospital Receipts and from any other moneys paid by The MetroHealth System or obtained by the Trustee upon the exercise of rights and remedies under the Indenture. Nothing in the Series 2017 Bonds or the documents securing them, however, shall be deemed to prohibit the Issuer from using, of its own volition, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms or conditions of or obligations under the Indenture or the Series 2017 Bonds.

Section 8. Covenants and Agreements of Issuer. In addition to the other covenants of the Issuer in this Bond Resolution and in the Indenture, the Bond Purchase Agreement, the Escrow Agreement, the Continuing Disclosure Agreement and the Tax Regulatory Agreement (collectively, the "Issuer Documents"), the Issuer further covenants and agrees as follows:

(a) Authority and Actions. The Issuer is, and upon delivery of the Series 2017 Bonds will be, duly authorized by the laws of the State, particularly and without limitation the Act, to issue the Series 2017 Bonds, to execute and deliver the Issuer Documents and other instruments and documents to which it is a party, to provide the security for payment of the principal of and any premium or interest on the Series 2017 Bonds in the manner and to the extent set forth herein and in the Indenture, all as authorized by this Board. All actions on the part of the Issuer for the issuance of the Series 2017 Bonds and the execution and delivery of the Issuer Documents and such other instruments and documents have been or will be duly and effectively taken. The Series 2017 Bonds will be valid and enforceable special obligations of the Issuer according to the terms thereof. Each duty of the Issuer and of its officers and employees undertaken pursuant to the Series 2017 Bonds and the Issuer Documents, is a duty specifically enjoined by law pursuant to Section 140.06(J), Ohio Revised Code, upon the Issuer and each of those officers and employees having authority thereunder or by provision of law to perform the duty, resulting from an office, trust or station, within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.

(b) Arbitrage and Tax Compliance Provisions; Transcript. The Issuer will restrict the use of the proceeds of the Series 2017 Bonds in such manner and to such extent as may be necessary so that the Series 2017 Bonds will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"). The officers of this Board or the President and Chief Executive Officer or the Chief Financial Officer of The MetroHealth System or any other officer of the Issuer having responsibility for the issuance of the Series 2017 Bonds shall execute and deliver a Tax Regulatory Agreement dated as of the date of the Series 2017 Bonds (the "Tax Regulatory Agreement") for inclusion in the transcript of proceedings for the Series 2017 Bonds, setting forth the reasonable expectations of the Issuer regarding the amount and use of all of the proceeds of the Series 2017 Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Series 2017 Bonds.

The Issuer (i) will take, or require to be taken, all actions that may be required of it for the interest on the Series 2017 Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) will not take or authorize to be taken any actions that would adversely affect that exclusion under the provisions of the Code. The officers of this Board or the President and Chief Executive Officer, the Chief Financial Officer or the Chief Legal Officer of The MetroHealth System and any other appropriate officers of the Issuer are hereby authorized and directed to take any and all actions and make or give such reports and certifications, as may be appropriate to assure such exclusions of that interest.

The Secretary of this Board shall furnish to the Original Purchasers a true transcript of proceedings, certified by the Secretary, of all proceedings had with reference to the issuance of the Series 2017 Bonds together with such information from the records as is necessary to determine the regularity and validity of the issuance of the Series 2017 Bonds.

(c) Further Assurances. The Issuer shall do all things and take all actions on its part necessary to comply with the obligations, duties and responsibilities on its part under the Issuer Documents. Nothing herein or in the Issuer Documents shall be construed as requiring the Issuer

to use any moneys from any source other than the Hospital Receipts and any other amounts received by the Trustee with respect to the Series 2017 Bonds.

(d) Feasibility Study. Prior to the date of delivery of the Series 2017 Bonds, the Chief Financial Officer of The MetroHealth System shall receive the final version of the Dixon Hughes Goodman, LLP (“DHG”) independent analysis feasibility study (the “Feasibility Study”) with findings that conform in all material respects to the findings presented to this Board by DHG on March 22, 2017. The Series 2017 Bonds shall not be issued until such final DHG Feasibility Study has been delivered.

(e) Continuing Disclosure. For purposes of Rule 15c2-12 adopted by the Securities Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Rule”), for the benefit of the Holders of the Series 2017 Bonds, the Board agrees to provide or cause to be provided audited financial statements, notices and Annual Information, pursuant to the Continuing Disclosure Commitment dated as of the date of the Series 2017 Bonds (the “Continuing Disclosure Commitment”). The Issuer determines and represents that this Board is and will be the only “obligated person” (as that term is used in the Rule) with respect to the Series 2017 Bonds at the time the Series 2017 Bonds are delivered to the Original Purchasers, and that no other person is reasonably expected to become an obligated person at any time after the issuance of the Series 2017 Bonds.

Section 9. Issuer Documents. To provide for the issuance and sale of the Series 2017 Bonds and the consummation of the transactions contemplated herein, the Chairperson, Vice Chairperson and Secretary of this Board, the President and Chief Executive Officer, the Chief Financial Officer and the Chief Legal Officer of The MetroHealth System and any other member of this Board and other appropriate officer of the Issuer, alone or in conjunction with any of the foregoing, are authorized and directed to execute, acknowledge and deliver, for and in the name and on behalf of the Issuer, each Issuer Document, and other documents, instruments and certificates relating thereto. The Issuer Documents are approved with any changes therein which are not inconsistent with this Resolution, are not adverse to the Issuer, are permitted by the Act and the Code, and are approved by the officer or officers executing the respective Issuer Documents and other instruments and certificates relating thereto. The approval of those changes by such officer or officers, and the character of those changes as not being substantially adverse to the Issuer, shall be evidenced conclusively by the execution of the respective Issuer Documents by such officer or officers.

To the extent directions with respect to any matter are not given in this Resolution then the matter shall be controlled by the Indenture.

Section 10. Other Documents. The officers of this Board, the President and Chief Executive Officer, the Chief Financial Officer and the Chief Legal Officer of The MetroHealth System and any other member of this Board and other appropriate officer of the Issuer, alone or in conjunction with any of the foregoing, are authorized and directed to execute, deliver and, if applicable, file, for and in the name and on behalf of the Issuer, any certifications, financing statements, assignments and other instruments, agreements and documents which are necessary or appropriate to perfect the assignments contemplated in the Indenture and to consummate the transactions contemplated in the Issuer Documents and the Series 2017 Bonds. Those

certifications and other instruments and documents include, without limitation, a letter agreement with The Depository Trust Company, an appropriate information report under Section 149(e) of the Code, and any other certifications and forms necessary or advisable under the Code and a certification by the Secretary of this Board of the transcript of proceedings relating to the issuance of the Series 2017 Bonds.

Section 11. Lien of Hospital Receipts Pledge Hereunder. As provided in Section 140.06(D) of the Act, the Hospital Receipts are subject to the lien of the pledge and assignment under the Indenture without any physical delivery of Hospital Receipts or further act, and the lien of that pledge is valid and binding against all parties having claim of any kind against the Issuer (irrespective of whether those parties have notice of such pledge), and creates a perfected security interest for all purposes of Chapter 1309, Ohio Revised Code, without the necessity for separation or delivery of the Hospital Receipts or for the filing or recording of this Resolution, the Indenture or any other resolution or instrument by which that pledge is created or any certificates, statement or other document with respect to that pledge. The assignment and pledge of and lien on the Hospital Receipts under the Indenture shall be effective and the money therefrom and therein may be applied to the purposes for which it is pledged without necessity for any further act of appropriation.

Section 12. Compliance with Open Meeting Requirements. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meetings open to the public in compliance with the law.

AYES: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 22, 2017