

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY**

**APPROVAL OF JOINT OPERATING AGREEMENT WITH MERITER-UNITYPOINT
HEALTH FOR MOTHER AND BABY SERVICES**

Whereas, the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority, having reviewed the terms and conditions of the proposed Joint Operating Agreement with Meriter-UnityPoint Health covering the provision of certain "Mother and Baby" services, hereby delegates to the UWHCA chief executive officer the authority to take those steps, deploy those resources and authorize execution of those documents necessary to complete the transaction substantially as described to the UWHCA Board of Directors.

December 3, 2014