

**Proposed RESOLUTION OF THE
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
March 4, 2015**

Whereas, the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority (UWHCA) has certain reserved powers in regard to the actions of University Health Care, Inc. (UHC); and,

Whereas, included in those reserved powers is the power to authorize financing-related activities; and,

Whereas, the Board of Directors of UHC wishes to authorize a refinancing transaction proposed by its affiliate SwedishAmerican Health System on behalf of SwedishAmerican Hospital (SAH) in which SAH would repurchase its outstanding Series 2004 bonds and simultaneously execute a Total Return Swap transaction with Bank of America Merrill Lynch (BAML); and,

Whereas, management of UWHCA has evaluated the proposed terms and financial impacts of the proposed transactions and concluded that it would be financially advantageous for SAH to proceed with such a transaction; and,

Whereas, the Finance Committee recommends to the Board of Directors of UWHCA that it authorize UHC and SAH management to execute the proposed transaction, including the execution of all required legal documents, provided SAH management is able to negotiate terms with BAML that are deemed acceptable by UWHCA management.

NOW THEREFORE BE IT RESOLVED THAT,

The Board of Directors of the University of Wisconsin Hospitals and Clinics Authority authorizes UHC and SAH management to execute the proposed transaction, including the execution of all required legal documents, provided SAH management is able to negotiate terms with BAML that are deemed acceptable by UWHCA management.