

JOINT RESOLUTIONS OF
THE BOARD OF TRUSTEES OF WABASH COUNTY HOSPITAL,
THE BOARD OF COMMISSIONERS OF WABASH COUNTY AND
THE WABASH COUNTY COUNCIL

WHEREAS, the officers and the Board of Trustees (the "Board of Trustees") of Wabash County Hospital, (the "Hospital") have negotiated an Asset Acquisition Agreement (the "Acquisition Agreement") between the Hospital (the "Seller") and Parkview Wabash Hospital, Inc. an Indiana nonprofit corporation (the "Buyer"), pursuant to which the Sellers will sell to Buyer, and Buyer will acquire from the Seller, certain assets of Hospital used in the operation of the hospital (the "Assets"); and

WHEREAS, a copy of the final draft of the Acquisition Agreement has been presented to the Board of Trustees which voting on November 18, 2014 approve the execution of the Acquisition Agreement, and recommend approval thereof to the Board of Commissioners of Wabash County (the "Commissioners") and the Wabash County Council (the "County Council") (collectively with the Board of Trustees and the Commissioners, the "Authorizing Bodies"); and

WHEREAS, the Commissioners and County Council meeting at a joint meeting pursuant to the notice requirements of Indiana law on November 24, 2014 approve the Board of Trustees' recommendation and the Acquisition Agreement; and


WHEREAS, the Authorizing Bodies have complied with the requirements of Indiana law governing the sale of assets of a county hospital, including the hearing and notice provisions of I.C. 16-22-6-18, and have determined that (a) the community of Wabash County can best be provided with hospital services through ownership and operation of the Assets by the Buyer and (b) the sale of the Assets to Buyer pursuant to the Acquisition Agreement is on terms and conditions and for consideration that are reasonable.

NOW, THEREFORE, BE IT:

RESOLVED, that the Authorizing Bodies hereby approve the Acquisition Agreement and the sale of the Assets pursuant to the terms of the Acquisition Agreement;

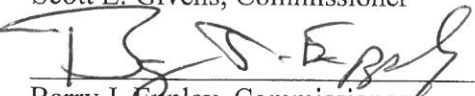
FURTHER RESOLVED, that Marilyn Custer-Mitchell as President and Chief Executive Officer of the Hospital, and Scott Givens as Chairman of the County Commissioners are authorized to execute the Acquisition Agreement and take other steps as necessary to effectuate the transaction contemplated therein.


WABASH COUNTY HOSPITAL BY:


Roger Cromer, President, Board of Trustees

WABASH COUNTY BY:

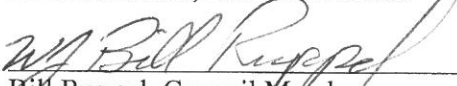

Scott E. Givens, Commissioner

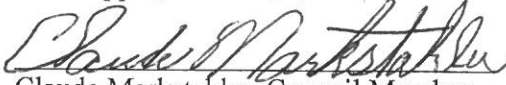

Barry J. Eppley, Commissioner

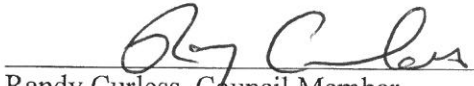

Brian K. Haupert, Commissioner


James Kaltenmark, Council Member

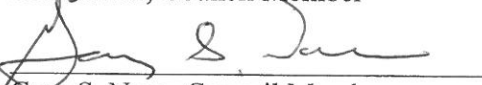

Mike Ridenour, Council Member


Bill Ruppel, Council Member


Claude Markstahler, Council Member


Randy Curless, Council Member


Jeff Dawes, Council Member


Gary S. Nose, Council Member