DAUGHTERS OF CHARITY MINISTRY SERVICES CORPORATION

RESOLUTIONS OF THE BOARD OF DIRECTORS AND MEMBERS

OCTOBER 9, 2014

WHEREAS, this corporation (the "Corporation") is the parent of the nonprofit Catholic health care system sponsored by the Daughters of Charity of St. Vincent de Paul, Province of the West (the "Province") known as the Daughters of Charity Health System ("DCHS");

WHEREAS, this Corporation oversees, coordinates and supports the local health ministries sponsored by the Province, which include the following: (i) the nonprofit religious corporations St. Francis Medical Center, St. Vincent Medical Center, Saint Louise Regional Hospital, O'Connor Hospital and Seton Medical Center (collectively, the "LHMs"), and (ii) the related entities that support those sponsored ministries: Daughters of Charity Health System, DCHS Medical Foundation, Caritas Business Services, De Paul Ventures, LLC, Marillac Insurance Company, Ltd., St. Francis Medical Center Foundation, St. Vincent Foundation, Saint Louise Regional Hospital Foundation, O'Connor Hospital Foundation and Seton Medical Center Foundation (collectively with the LHMs, the "DCHS Affiliates");

WHEREAS, the Province has determined, after careful study and reflection, that continuing sponsorship of the DCHS Affiliates is not tenable;

WHEREAS, the Boards of Directors of the DCHS Affiliates have determined it to be in the best interest of DCHS to execute a transaction as outlined in the attached Exhibit A (the "Transaction") and have recommended the Transaction to this Corporation for approval.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: That the Board of Directors finds the Transaction to be in the best interests of this Corporation and of the DCHS Affiliates and hereby approves and ratifies the Transaction;

RESOLVED: That this Corporation hereby authorizes the amendment of the articles of incorporation and bylaws of Daughters of Charity Health System in form and substance necessary to effect the Transaction;

RESOLVED: That this Board hereby grants all approvals required under the California Corporations Code, the articles of incorporation or bylaws of this Corporation and the DCHS Affiliates that is necessary or advisable in order to effectuate the Transaction as described in Exhibit A;

RESOLVED: That this corporation hereby authorizes the preparation, negotiation, execution and delivery of all notifications, filings, documents, instruments and certificates as may be reasonably necessary or appropriate to obtain all approvals or consents to the Transaction from any state or federal government agency or regulatory body and to complete the Transaction;

RESOLVED: That each of the individuals holding the following offices of this corporation from time to time is designated an "Authorized Officer" for all purposes in connection with the Transaction:

Chair
Vice Chair
Treasurer

RESOLVED: That each Authorized Officer acting singly is authorized to take any and all actions necessary or advisable to implement the foregoing Transaction on behalf of this Corporation in its own name and in its capacity of sole corporate member of Daughters of Charity Health System or as otherwise deemed by the Authorized Officer so acting to be necessary or desirable to give effect to the intent of these resolutions, the taking of such action to be conclusive evidence of authorization by this Board.

The undersigned Chairperson and Secretary of the Board do hereby certify that this document is a true and complete copy of the resolutions adopted by the Board on October 9, 2014.

Sister Marjory Ann Baez, DC

Sister Marjory Ann Baez, DC
Chairperson, Daughters of Charity Ministry Services Corporation Board of Directors

Sister Janet Barrett, D.C.

Sister Janet Barrett, DC
Secretary, Daughters of Charity Ministry Services Corporation Board of Directors

EXHIBIT A

Summary of Definitive Agreement Terms: Prime

Name of the Agreement	• Definitive Agreement

Parties to the Agreement	• DCHS Parties
	  ° DOCMSC
	  ° DCHS
	• Acquirors
	  ° Prime Healthcare Services, Inc. ("Prime Healthcare")
	  ° Prime Healthcare Foundation, Inc. ("PHF")

Form of Transaction	• Membership substitution and conversion of membership interests
	  ° Prime Healthcare or its designated affiliates to acquire ownership or control of DCHS and its affiliates through membership substitution, stock or asset transfer, merger or other means; DCHS and St. Francis Medical Center, St. Louise Regional Hospital, O'Connor Hospital, Seton Medical Center and Caritas Business Services to convert to California business corporations
	  ° PHF to become the sole corporate member of St. Vincent Medical Center, DCHS Medical Foundation and the LHM Foundations and each to convert to a California nonprofit public benefit corporation (if not currently a public benefit corporation)
	  ° Final structure of assets, liabilities and ownership interests will be determined by DCHS and Acquirors by closing.

Necessary Approvals	• All actions required by statute, the articles of incorporation and the bylaws of each of the DCHS entities are authorized to be taken, including without limitation approval by each member and board of directors of articles of amendment, amendment of bylaws, conversion of corporate status from religious or public benefit to business corporation type, conversion to limited liability form, and transfer of all or substantially all assets, in each case as necessary or advisable to implement fully the intent of the approving resolutions and the terms and conditions of the Transaction.
Approved Ancillary Agreements	• Assignment and Assumption agreement between DCHS and DOCMSC transferring the retained assets from DCHS to DOCMSC • Escrow Agreement between DCHS and Prime Healthcare