

Western Pennsylvania Hospital, The Western Pennsylvania Hospital Foundation, West Penn Allegheny Oncology Network, West Penn Corporate Medical Services, Inc., and West Penn Physician Practice Network, as obligated members thereunder (collectively, with such changes in composition as the officers of WPAHS shall approve, the "2007 Obligated Members") and The Bank of New York Trust Company, N. A., as Master Trustee (the "2007 Master Indenture"); and

WHEREAS, WPAHS' obligations under the Loan Agreement will be secured by one or more promissory notes or similar obligations (collectively, the "Note") to be issued by WPAHS to the Trustee pursuant to the 2007 Master Indenture and one or more supplemental master trust indentures to be entered into by WPAHS and the 2007 Master Trustee (collectively, the "Supplemental Master Indenture"); and

WHEREAS, in order to achieve favorable interest rates, WPAHS may secure all or a portion of the Bonds with municipal bond insurance (the "Credit Enhancement"), which is expected to be in the form of a municipal bond insurance policy to be issued by a bond insurer which will be selected by WPAHS (the "Bond Insurer"); and

WHEREAS, it is anticipated that WPAHS will enter into one or more bond purchase or placement agreements (collectively, the "Bond Purchase Agreement") with the Authority and one or more underwriters which are expected to include Citigroup Global Markets Inc. and Lehman Brothers Inc. (together, the "Underwriters") setting forth the terms and conditions for the purchase or placement of the Bonds by the Underwriters, and that the Underwriters will distribute one or more preliminary official statements or private placement memoranda and one or more final official statements or private placement memoranda (collectively, the "Official Statement") for the Bonds setting forth, among other things, descriptions of all or the applicable portion of the Project and WPAHS; and

WHEREAS, the refunding of the Prior Bonds is expected to result in significant interest expense savings and the replacement of the 2000 Master Indenture with the 2007 Master Indenture is expected to modify or remove various burdensome and/or onerous covenants and conditions on WPAHS and the other 2007 Obligated Members, of which the Corporation is one; and

WHEREAS, while the 2000 Master Indenture granted mortgages and security interests in virtually all property of WPAHS and the other 2000 Obligated Members, (including the Corporation) the security to be granted to the 2007 Master Trustee under the 2007 Master Indenture is expected to consist of (a) mortgages on properties of the 2007 Obligated Members which primarily constitute hospital facilities and related parking facilities and (b) a grant of a

security interest in the gross revenues of the 2007 Obligated Members (including the Corporation); and

WHEREAS, WPAHS is the sole shareholder of the Corporation.

NOW, THEREFORE, it is hereby resolved by the Board of Trustees of the Corporation as follows:

1. The Board approves, and consents to all actions of WPAHS in causing or approving, the submission of one or more applications on behalf of the Corporation to the Authority and approves, and consents to all actions of WPAHS in causing or approving, the borrowings in the form of the issuance of the Bonds as more fully described above. Each and any of the Chairman of the Board, the President and Chief Executive Officer, the Treasurer, the Secretary, the Assistant Treasurer and the Assistant Secretary of WPAHS (each, an "*Authorized Officer*") is hereby authorized and directed on behalf of the Corporation to approve, within the parameters set forth in the recitals hereto and consistent with the parameters established by the Special Committee referenced below, the specific terms and conditions of the Bonds including, but not limited to, the principal amounts, the interest rate or rates, the maturity or maturities, prepayment and security provisions and the payment of fees and expenses incurred in connection with such borrowings, including those relating to any Credit Enhancement.

2. Each and any Authorized Officer is hereby authorized and directed to execute and deliver in the name and on behalf of the Corporation with respect to the Bonds all documents which are necessary or advisable to effect the borrowings through the issuance of the Bonds including, but not limited to, the Loan Agreement, the Note, the Supplemental Master Indenture, the Bond Purchase Agreement, the Escrow Agreement, any mortgages and/or other security documents that may be required in connection with the Bonds and/or the Credit Enhancement, any continuing disclosure agreements and all documents which are required in connection with the foregoing or are necessary to obtain the Credit Enhancement, all in such form as an Authorized Officer may approve and, if required, the Secretary or Assistant Secretary or other officer of WPAHS is hereby authorized and directed to affix or impress the official seal of the Corporation on said documents and to attest the same.

3. The Underwriters are hereby authorized to distribute and use the Official Statement in connection with the placement or sale of the Bonds in such form as any Authorized Officer may approve and, to the extent required, as approved by the Authority.

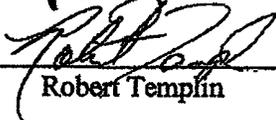
4. The terms and conditions of the Bonds, the security to be provided to secure the Bonds, any Credit Enhancement, and any other aspects of the borrowing shall be approved by a special committee consisting of the Executive Committee of WPAHS, the Chair of the WPAHS Audit and Compliance Committee and the Chair of the WPAHS Finance and Operating

Committee (the "*Special Committee*"), a majority of which shall constitute a quorum and the chair of which shall be the Chair of the WPAHS Board.

5. Any Authorized Officer is hereby authorized and directed to take any and all such other actions as may be required or which he/she may deem necessary or advisable to accomplish the foregoing and/or in connection with the execution of the issuance of the Bonds or in connection with the refunding and/or redemption of the Prior Bonds (including without limitation the giving of all required notices to the trustee for the Prior Bonds).

Witness the due execution hereof as of the date first written above.

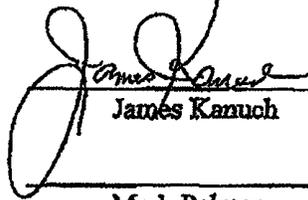
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