### CERTIFICATE OF MASTER TRUSTEE

Re: Allegheny County Hospital Development Authority Health System Revenue Bonds (West Penn Allegheny Health System) Series 2007A

The undersigned, an authorized representative of The Bank of New York Trust Company, N.A. (the "Master Trustee"), trustee under that certain Master Indenture of Trust with West Penn Allegheny Health System (the "Corporation") and the other Members of the Obligated Group named therein, as supplemented and amended through the date hereof, including as supplemented by Supplemental Master Indenture No. 1, dated as of May 1, 2007 ("Supplement No. 1") (collectively, the "Master Indenture"), hereby certify that:

- 1. Obligation No. 1, dated as of May 1, 2007, in the principal amount of \$752,370,000 ("Obligation No. 1") was duly authenticated on behalf of the Master Trustee by an authorized signatory of the Master Trustee.
- 2. The Master Indenture was duly executed on behalf of the Master Trustee by an authorized signatory of the authorized Master Trustee.
- 3. Obligation No. 1 and the Master Indenture have been duly executed and delivered by an officer of the Master Trustee duly authorized to execute and deliver such documents as evidenced by the Authorizing Resolution attached hereto as <u>Exhibit A</u>, and the execution, delivery and performance of such documents have been duly authorized by all necessary action of the Master Trustee.
- 4. Pursuant to the provisions of the Master Indenture, Obligation No. 1 was authenticated in the name of and on behalf of the undersigned by authorized signatories of the undersigned, duly authorized to so authenticate Obligation No. 1, as evidenced by the Authorizing Resolution referred to in paragraph 3 hereof, and as set forth in the Incumbency Certificate of the Master Trustee attached hereto as Exhibit B, were registered and delivered by the Master Trustee pursuant to Supplement No. 1.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the Master Trustee has caused this Certificate to be executed by its representative thereunto duly authorized as of June 19, 2007.

Dated: June 19, 2007.

THE BANK OF NEW YORK TRUST COMPANY, N.A., as Master Trustee

By:

Authorized Representative

# THE BANK OF NEW YORK TRUST COMPANY, N.A.

I, the undersigned, James M. Clark, Assistant Secretary of The Bank of New York Trust Company, N.A., a national banking association organized under the laws of the United States (the "Association") and located in the State of California, with a trust office located at 301 Grant Street, Pittsburgh, Pennsylvania, DO HEREBY CERTIFY that the following individuals are duly appointed and qualified Officers of the Association:

<u>Officer</u>	<u>Title</u>	Signing Authority
David M. Babich	Vice President	A, C2, J
Ronald J. McKenna	Vice President	A, C2, J
Robert Mialki	Vice President	A, C2, J
Joseph C. Progar	Vice President	A, C2, J
Elaine D. Renn	Vice President	A, C2, J
Gail K. Sakalik	Vice President	A, C4
John J. Scarpiniti	Vice President	A, C3, J
Bridget Schessler	Vice President	A, C2, J
Kerry S. Zombeck	Vice President	A, C2, J
Brian D. Butler	Assistant Vice President	A, C2, J
Kevin D. Rockwell	Assistant Vice President	A, C2, J

I further certify that as of this date they have been authorized to sign on behalf of the Association in discharging or performing their duties in accordance with the senior and limited signing powers provided under Article V, Section 5.3 of the By-laws of the Association and the paragraphs indicated above of the signing authority resolution of the Board of Directors of the Association.

Attached hereto are true and correct copies of the excerpts of the By-laws of the Association and the signing authority resolution, which have not been amended or revised since January 20, 2005 and are full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of The Bank of New York Trust Company, N.A. this 29<sup>th</sup> day of March, 2007.

James M. Clark, Assistant Secretary

## **Extracts from By-Laws**

Of

# The Bank of New York Trust Company, N.A. As Amended Through January 20, 2005

# ARTICLE V SIGNING AUTHORITIES

Section 5.1 <u>Real Property</u>. Real property owned by the Association in its own right shall not be deeded, conveyed, mortgaged, assigned or transferred except when duly authorized by a resolution of the Board. The Board may from time-to-time authorize officers to deed, convey, mortgage, assign or transfer real property owned by the Association in its own right with such maximum values as the Board may fix in its authorizing resolution.

Section 5.2. Senior Signing Powers. Subject to the exception provided in Section 5.1, the President and any Executive Vice President is authorized to accept, endorse, execute or sign any document, instrument or paper in the name of, or on behalf of, the Association in all transactions arising out of, or in connection with, the normal course of the Association's business or in any fiduciary, representative or agency capacity and, when required, to affix the seal of the Association thereto. In such instances as in the judgment of the President, or any Executive Vice President may be proper and desirable, any one of said officers may authorize in writing from time-to-time any other officer to have the powers set forth in this section applicable only to the performance or discharge of the duties of such officer within his or her particular division or function. Any officer of the Association authorized in or pursuant to Section 5.3 to have any of the powers set forth therein, other than the officer signing pursuant to this Section 5.2, is authorized to attest to the seal of the Association on any documents requiring such seal.

Section 5.3. <u>Limited Signing Powers</u>. Subject to the exception provided in Section 5.1, in such instances as in the judgment of the President or any Executive Vice President, may be proper and desirable, any one of said officers may authorize in writing from time-to-time any other officer, employee or individual to have the limited signing powers or limited power to affix the seal of the Association to specified classes of documents set forth in a resolution of the Board applicable only to the performance or discharge of the duties of such officer, employee or individual within his or her division or function.

Section 5.4. <u>Powers of Attorney</u>. All powers of attorney on behalf of the Association shall be executed by any officer of the Association jointly with the President, any Executive Vice President, or any Managing Director, provided that the execution by such Managing Director of said Power of Attorney shall be applicable only to the performance or discharge of the duties of said officer within his or her particular division or function. Any such power of attorney may, however, be executed by any officer or officers or person or persons who may be specifically authorized to execute the same by the Board of Directors.

Section 5.5. <u>Auditor</u>. The Auditor or any officer designated by the Auditor is authorized to certify in the name of, or on behalf of the Association, in its own right or in a fiduciary or representative capacity, as to the accuracy and completeness of any account, schedule of assets, or other document, instrument or paper requiring such certification.

#### SIGNING AUTHORITY RESOLUTION

## Pursuant to Article V, Section 5.3 of the By-Laws

RESOLVED that, pursuant to Section 5.3 of the By-Laws of the Association, authority be, and hereby is, granted to the President or any Executive Vice President, in such instances as in the judgment of any one of said officers may be proper and desirable, to authorize in writing from time-to-time any other officer, employee or individual to have the limited signing authority set forth in any one or more of the following paragraphs applicable only to the performance or discharge of the duties of such officer, employee or individual within his or her division or function:

- (A) All signing authority set forth in paragraphs (B) through (I) below except Level C which must be specifically designated.
- (B1) Individuals authorized to accept, endorse, execute or sign any bill receivable; certification; contract, document or other instrument evidencing, embodying a commitment with respect to, or reflecting the terms or conditions of, a loan or an extension of credit by the Association; note; and document, instrument or paper of any type, including stock and bond powers, required for purchasing, selling, transferring, exchanging or otherwise disposing of or dealing in foreign currency, derivatives or any form of securities, including options and futures thereon; in each case in transactions arising out of, or in connection with, the normal course of the Association's business.
- (B2) Individuals authorized to endorse, execute or sign any certification; disclosure notice required by law; document, instrument or paper of any type required for judicial, regulatory or administrative proceedings or filings; and legal opinions.
- (C1) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in excess of \$100,000,000 with single authorization for all transactions.
- (C2) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in excess of \$100,000,000\*.
- (C3) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$100,000,000.
- (C4) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check

certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$10,000,000.

- (C5) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$5,000,000.
- (C6) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$1,000,000.
- (C7) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$250,000.
- (C8) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$50,000.
- (C9) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$5,000.
  - \*Dual authorization is required by any combination of senior officer and/or Sector Head approved designee for non-exempt transactions. Single authorization required for exempt transactions.
- (D1) Authority to accept, endorse, execute or sign any contract obligating the Association for the payment of money or the provision of services in an amount up to \$1,000,000.
- (D2) Authority to accept, endorse, execute or sign any contract obligating the Association for the payment of money or the provision of services in an amount up to \$250,000.
- (D3) Authority to accept, endorse, execute or sign any contract obligating the Association for the payment of money or the provision of services in an amount up to \$50,000.
- (D4) Authority to accept, endorse, execute or sign any contract obligating the Association for the payment of money or the provision of services in an amount up to \$5,000.
- (E) Authority to accept, endorse, execute or sign any guarantee of signature to assignments of stocks, bonds or other instruments; certification required for transfers and deliveries of stocks, bonds or other instruments; and document.

instrument or paper of any type required in connection with any Individual Retirement Account or Keogh Plan or similar plan.

- (F) Authority to accept, endorse, execute or sign any certificate of authentication as bond, unit investment trust or debenture trustee and on behalf of the Association as registrar and transfer agent.
- (G) Authority to accept, endorse, execute or sign any bankers acceptance; letter of credit; and bill of lading.
- (H) Authority to accept, endorse, execute or sign any document, instrument or paper of any type required in connection with the ownership, management or transfer of real or personal property held by the Association in trust or in connection with any transaction with respect to which the Association is acting in any fiduciary, representative or agency capacity, including the acceptance of such fiduciary, representative or agency account.
- (II) Authority to effect the external movement of free delivery of securities and internal transfers resulting in changes of beneficial ownership.
- (I2) Authority to effect the movement of securities versus payment at market or contract value.
- (J) Authority to either sign on behalf of the Association or to affix the seal of the Association to any of the following classes of documents: Trust Indentures, Escrow Agreements, Pooling and Servicing Agreements, Collateral Agency Agreements, Custody Agreements, Trustee's Deeds, Executor's Deeds, Personal Representative's Deeds, Other Real Estate Deeds for property not owned by the Association in its own right, Corporate Resolutions, Mortgage Satisfactions, Mortgage Assignments, Trust Agreements, Loan Agreements, Trust and Estate Accountings, Probate Petitions, responsive pleadings in litigated matters and Petitions in Probate Court with respect to Accountings, Contracts for providing customers with Association products or services.
- (N) Individuals authorized to accept, endorse, execute or sign internal transactions only, (i.e., general ledger tickets); does not include the authority to authorize external money movements, internal money movements or internal free deliveries that result in changes of beneficial ownership.

RESOLVED, that any signing authority granted pursuant to this resolution may be rescinded by the President or any Executive Vice President and such signing authority shall terminate without the necessity of any further action when the person having such authority leaves the employ of the Association.