

**ACTION WITHOUT A MEETING  
OF  
THE SOLE MEMBER AND MANAGER  
OF  
BRF HOSPITAL HOLDINGS, L.L.C.**

The undersigned, being the sole member and manager of BRF Hospital Holdings, L.L.C., a Louisiana limited liability company (the "Company"), does hereby take the following action without a meeting by unanimous written consent as permitted under the Louisiana Limited Liability Company Law:

**WHEREAS**, there has been submitted for consideration by the sole member and manager of the Company, a draft of a Cooperative Endeavor Agreement ("CEA") regarding LSU Medical Center–Shreveport in Shreveport, Louisiana and E.A. Conway Medical Center in Monroe, Louisiana (collectively referred to herein as the "Hospitals") to be entered into by and among: (1) the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College ("LSU"), (2) Biomedical Research Foundation of Northwest Louisiana, a Louisiana nonprofit corporation ("BRF"), (3) the Company, (4) the State of Louisiana through the Division of Administration (the "DOA"), and (5) the State of Louisiana through the Department of Health and Hospitals ("DHH"); and

**WHEREAS**, as set forth in the CEA, the parties to the CEA will enter into the following series of transactions:

- (a) LSU will lease the Hospitals to the Company pursuant to fair market value lease supported by appraisals;
- (b) LSU will lease all furniture, fixtures and equipment used in connection with operation of the Hospitals to the Company for fair market value;
- (c) LSU will transfer to the Company:
  - (i) All usable inventories of: (a) supplies, drugs, food, and other disposables; and (b) tangible assets valued at less than One Thousand and No/100 Dollars (\$1,000) and that are untagged and untracked by LSU and DOA, used in connection with the operation of the Hospitals, and
  - (ii) all equipment leases, contracts, permits, licenses, books and records and prepaid expenses of the Hospitals, all in accordance with and subject to the terms and conditions of the CEA;
- (d) The Company will assume all equipment leases, contracts, permits and licenses of the Hospitals, all in accordance with and subject to the terms and conditions of the CEA;

- (e) The Company will assume responsibility for operating the Hospitals in accordance with and subject to the terms and conditions of the CEA; and
- (f) The Company and BRF will commit to supporting LSU's academic, clinical and research missions.

**WHEREAS**, the sole member and manager of the Company has reviewed the terms and conditions set forth in the current draft of the CEA; and

**WHEREAS**, the sole member and manager of the Company has also been provided with a comprehensive report from the Chief Executive Officer of BRF, John F. George, Jr., and the Chairman of the Board of Directors of BRF, Stephen F. Skrivanos, on the status of negotiations (i) with LSU, DOA and DHH with respect to the terms of the CEA and (ii) with DHH with respect to the future funding for the operation of the Hospitals (collectively, the "Negotiations"); and

**WHEREAS**, the sole member and manager of the Company, after due discussion thereof, deems it in the best interest of the Company to approve the terms and conditions set forth in the current draft of the CEA and to authorized the Chief Executive Officer of BRF, John F. George, Jr., and the Chairman of the Board of Directors of BRF, Stephen F. Skrivanos, each on behalf of the Company, acting jointly or singly, to complete the Negotiations on such terms and conditions as John F. George, Jr. as the Chief Executive Officer of BRF and/or Stephen F. Skrivanos as the Chairman of the Board of Directors of BRF may determine to be appropriate; and

**NOW THEREFORE, BE IT RESOLVED**, that the sole member and manager of the Company approves the terms and conditions set forth in the current draft of the CEA.

**BE IT FURTHER RESOLVED**, that the Chief Executive Officer of BRF, John F. George, Jr., and the Chairman of the Board of Directors of BRF, Stephen F. Skrivanos, each on behalf of the Company, acting jointly or singly, are authorized to take any and all actions necessary (i) to complete the Negotiations, (ii) to finalize the draft of the CEA and (iii) to negotiate the terms and conditions of such additional documents necessary to effectuate the purposes of the CEA (the "Ancillary CEA Documents"), all as John F. George, Jr. as the Chief Executive Officer of BRF and/or Stephen F. Skrivanos as the Chairman of the Board of Directors of BRF may determine to be appropriate.

**BE IT FURTHER RESOLVED**, that upon completion of the Negotiations and upon finalizing the drafts of the CEA and the Ancillary CEA Documents, John F. George, Jr. as the Chief Executive Officer of BRF and/or Stephen F. Skrivanos as the Chairman of the Board of Directors of BRF shall present such drafts of the CEA and of the Ancillary CEA Documents to the sole member and manager of the Company for final review and approval.

**BE IT FURTHER RESOLVED**, that upon final review and approval of the drafts of the CEA and of the Ancillary CEA Documents by the sole member and manager of the Company, the Chief Executive Officer of BRF, John F. George, Jr., and the Chairman of the Board of Directors of BRF, Stephen F. Skrivanos, each on behalf of the Company, acting jointly or singly, are authorized to execute (and/or issue) the CEA and the Ancillary CEA Documents and to take any and all such further actions and to execute any and all such additional documents necessary to effectuate the purposes of the CEA as John F. George, Jr. as the Chief Executive Officer of BRF and/or Stephen F. Skrivanos as the Chairman of the Board of Directors of BRF may determine to be appropriate.

**BE IT FURTHER RESOLVED**, that any actions related to the CEA, the Ancillary CEA Documents or the Negotiations taken by John F. George, Jr. as the Chief Executive Officer of BRF and/or Stephen F. Skrivanos as the Chairman of the Board of Directors of BRF prior to the date hereof which would have been authorized hereby except that such actions occurred prior to such date be, and each hereby is ratified, confirmed, approved and adopted.

Thus done as of the 15th day of August, 2013.

SOLE MEMBER:

Biomedical Research Foundation of  
Northwest Louisiana



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Name: Stephen F. Skrivanos

Title: Chairman