

**RESOLUTIONS OF THE BOARD OF TRUSTEES OF  
GUNDERSEN LUTHERAN HEALTH SYSTEM, INC., INDIVIDUALLY AND AS  
AGENT FOR GUNDERSEN HEALTH PLAN, INC.  
TRANSACTION WITH UNITY HEALTH PLANS INSURANCE CORPORATION  
("UNITY")**

**Present:** Jeffrey Thompson, M.D., Greg Prairie, John Lyche, Jerry Kember, Wendy Lommen (via teleconferencing), Brad Sturm, Steve Shapiro, M.D., Brian Sieck, M.D., Jon Zlabek, M.D., Kelly Bahr, M.D., and Michael Jacobs, D.P.M.

**Excused:** Brian Rude, Mark Glendenning

These Resolutions are adopted by the Board of Trustees of Gundersen Lutheran Health System, Inc. ("GHS"), individually and as agent for Gundersen Health Plan, Inc. ("GHP") and Gundersen Health Plan Minnesota (GHP-MN).

**WHEREAS**, GHS and UW Health have determined that it is in best interest of the communities that the parties serve and in the best long-term interest of GHP, GHP-MN and Unity, to explore a transaction whereby GHP/GHP-MN and Unity merge to form one or more related companies (the "Proposed Transaction");

**WHEREAS**, each of the parties has engaged in due diligence and internal analyses of the benefits and merits of the Proposed Transaction;

**WHEREAS**, the parties share a common belief that provider sponsored health plans offer an optimal health insurance option in which care decisions are made locally by clinicians in a coordinated fashion with the health plan. The vision of the GHP/GHP-MN and Unity combination is to form an entity that will enhance and expand provider sponsored health insurance in the state of Wisconsin and beyond;

**WHEREAS**, the Board of Trustees has determined it is in the best interests of GHS, GHP and GHP-MN to enter into a Definitive Agreement with UW Health and Unity to complete the Proposed Transaction.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

**RESOLVED FIRST**, the Proposed Transaction with UW Health and Unity and the transactions contemplated thereby are hereby authorized and approved pending satisfactory completion of due diligence and necessary governmental approvals.

**RESOLVED SECOND**, the officers and agents of GHS, GHP and GHP-MN be and are hereby authorized for and in the name of GHS, GHP and GHP-MN to establish ownership percentages of the parties based on the parties respective contributed capital.

**RESOLVED THIRD**, the officers and agents of GHS, GHP and GHP-MN be and are hereby authorized for and in the name of GHS, GHP and GHP-MN to make capital contributions under the Proposed Transaction of an amount up to Eighteen Million Dollars (\$18,000,000) over a five (5) year period to raise and maintain Risk-Based Capital at 400% minimum for commercial business and 325% minimum for government business.

**RESOLVED FOURTH**, the officers and agents of GHS, GHP and GHP-MN be and are hereby authorized for and in the name of GHS, GHP and GHP-MN to take all such further action as in their judgment shall be necessary or convenient to carry out the intent and to accomplish the purposes of these Resolutions, including the execution, delivery and performance of transaction documents.

**RESOLVED FIFTH**, that the appropriate officers or agents of GHS, GHP and GHP-MN be, and they each are hereby authorized for and in the name of GHS, GHP and GHP-MN to perform the obligations of GHS, GHP and GHP-MN under the transaction documents, to make representations on behalf of GHS, GHP and GHP-MN, and to take such actions as they shall deem necessary or appropriate to close the transactions provided for in the transaction documents.

#### SECRETARY'S CERTIFICATE

The undersigned Secretary of the Board of Trustees hereby certifies that the foregoing is a true copy of the resolutions duly adopted on July 27, 2015 by the Board of Trustees of Gundersen Lutheran Health System, Inc.

Dated effective the 27th day of July, 2015



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Brian Rude  
Secretary of the Board of Trustees



University Health Care, Inc.

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### Secretary's Certificate

1. I hereby certify that I am the Secretary of University Health Care, Inc., located in Madison, Wisconsin, and that I have been duly appointed and presently serve in that capacity in accordance with the by-laws of said corporation.
2. I further certify that the resolution attached hereto was adopted by the Board of Directors of the Corporation at its meeting on December 15, 2015, at which a quorum was present and acting throughout, and such action has not been amended or revoked.

Dated this 18<sup>th</sup> day of December, 2015

A handwritten signature in black ink, appearing to read "Kenneth J. Mount". The signature is written in a cursive style and is positioned above a horizontal line.

Kenneth J. Mount, Secretary  
University Health Care, Inc.

**UNIVERSITY HEALTH CARE, INC.  
Board of Directors Consent Resolution**

**RESOLUTION TO ENTER INTO AN EXCHANGE AGREEMENT WITH  
GUNDERSEN HEALTH SYSTEM**

**WHEREAS**, Unity Health Plans Insurance Corporation ("Unity"), a wholly owned subsidiary of University Health Care, Inc. ("UHC") is a Wisconsin Insurance Corporation providing HMO coverage in 20 Wisconsin Counties, and

**Whereas**, Gundersen Health Plan Inc. ("GHP") is a Wisconsin non-stock non-profit member corporation, with Gundersen Health System ("GHS") as its sole member, providing HMO coverage in 11 Wisconsin Counties, and select counties in Iowa, and

**WHEREAS**, Unity, UHC, GHS and GHP entered into a Letter of Intent to study the feasibility of common management and common ownership in order to provide better services to their insureds and parent organizations, and

**WHEREAS**, Unity and GHP share common objectives, values and philosophies as provider owned HMOs, and each would benefit from combined management and common ownership, and

**WHEREAS**, Unity employees, advisors and consultants have conducted due diligence in accordance with the Letter of Intent, regarding to the structure and operation of GHP, and such due diligence did not indicate any reason not to proceed with the combination of Unity and GHP,

**NOW, THEREFORE, BE IT RESOLVED**, that UHC approve the combined management and common ownership of Unity and GHP, in accordance with the Exchange Agreement between UHC and GHS attached hereto, and

**BE IT FURTHER RESOLVED**, that the officers of UHC are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the execution of any and all documents and certificates including, but not limited to, the Exchange Agreement, as such officers shall deem necessary or advisable to carry out the purposes and intent of the foregoing resolutions, and

**BE IT FURTHER RESOLVED**, that any actions taken by such officers prior to the date of the foregoing resolution adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of UHC.