

**THE HEALTH AND HOSPITAL CORPORATION OF MARION COUNTY, INDIANA**

**BOARD OF TRUSTEES**

**RESOLUTION NO. 11-2009**

**First Amendment to the Third Restated and Amended  
General Workers' Compensation and Professional Liability  
Loss Fund Trust Agreement**

**WHEREAS**, the Health and Hospital Corporation of Marion County (hereinafter "Corporation"), an Indiana municipal corporation, through and for its Public Hospital Division d/b/a Wishard Health Services (hereinafter "Hospital") and its Public Health Division (hereinafter "Public Health Division"), established a General and Professional Liability Loss Fund (hereinafter "Fund") to fund the respective general, workers' compensation, professional liabilities and related expenses of the Hospital and Public Health Division occurring on or after January 1, 1993; and

**WHEREAS**, the purpose of the Fund has remained exclusively to foster, promote, and support the delivery of patient care in the community, and in furtherance of this purpose, to provide the Corporation with cost-effective methods of controlling, reducing and protecting against certain risks of legal liability which arise out of the rendering of care to the sick and injured, the maintenance and operation of institutions devoted to the rendering of care to the sick and injured, and the management of various public health activities, such protections being an integral and necessary part of the functioning of the Corporation; and

**WHEREAS**, the Agreement has remained in full force and effect since January 1, 1993, was amended on three separate occasions, January 22, 1993, May 21, 1997, and August 8, 2000, and then restated and amended on June 18, 2002, December 17, 2002, and January 1, 2008; and

**WHEREAS**, The National Bank of Indianapolis was duly appointed as successor Trustee of the Fund on January 22, 1996;

**WHEREAS**, the Corporation has determined that it is advisable, desirable, and consistent with sound management to amend the Trust Agreement to increase the Limitation for a Covered Loss resulting from a Workers' Compensation Liability Occurrence to Five Hundred Thousand Dollars (\$500,000.00).

**WHEREAS**, the Corporation has further determined that it is advisable, desirable, and consistent with sound management to amend the Trust Agreement to provide that the Corporation President and Chief Executive Officer has the authority to amend any administrative provisions of the Trust Agreement as well as the provisions relating to Limitations on Covered Losses due to a Professional Liability Occurrence, a General Liability Occurrence, and a Workers' Compensation Liability Occurrence without the prior consent of the Board of Trustees;

***NOW, THEREFORE***, pursuant to the powers vested in the Corporation, IT IS RESOLVED BY THE BOARD OF TRUSTEES OF THE HEALTH AND HOSPITAL CORPORATION OF MARION COUNTY, Indiana as follows:

**Section 1.** Subject to the conditions stated in Section 3 of this Resolution, the Board of Trustees approves the First Amendment to the Third Restated and Amended General, Workers' Compensation and Professional Liability Loss Fund Trust Agreement (the "First Amendment") that is attached to this Resolution as Exhibit "A".

**Section 2.** Upon the Corporation's execution of the First Amendment and its acceptance by the Trustee, the Amendment is effective August 18, 2009.

**Section 3.** The Corporation shall obtain a current, certified statement and report from an independent actuary (as required by the Medicare Provider Manual) regarding the soundness of the Fund and the additional contributions, if any, that must be made to the Fund in order to adequately fund the payment of all claims covered by the First Amendment.

**Section 4.** As required by Section 11.2 of the Agreement, the Corporation has procured and shall deliver to the Trustee, a letter of opinion from independent counsel advising the Trustee that the Amendment complies with current Medicare regulations and that the effect of the First Amendment does not destroy the Trustee's responsibility for the proper administration and control of the Fund that is held and administered under the Third Restated Agreement and First Amendment.

**Section 5.** The execution of the First Amendment, the delivery of the First Amendment to the Trustee, and the taking of all related actions are hereby authorized, all as approved by the Corporation President and Chief Executive Officer.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2009

---

James Miner, M.D.  
Chairman of Board of Trustees  
of Health and Hospital Corporation

ATTEST:

---

Matthew R. Gutwein, President and Chief Executive Officer  
and ex-officio Secretary to the Board of Trustees