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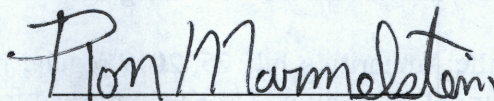
NEW JERSEY HEALTH CARE FACILITIES

FINANCING AUTHORITY

MEETING MINUTES

August 22, 2019

Certified:



Ron Marmelstein
Assistant Secretary

Minutes of the New Jersey Health Care Facilities Financing Authority Meeting held on August 22, 2019 the fourth floor of Building #4, Station Plaza, 22 South Clinton Avenue, Trenton, NJ.

The following Authority Members were in attendance:

Dr. Munr Kazmir, Vice Chair (Chairing); Robin Ford, Designee of the Commissioner of Health; Mary Ann Kralik, Designee of the Commissioner of Banking and Insurance; Greg Lovell, Designee of the Commissioner of Human Services and, via telephone, Suzette Rodriguez, Public Member

The following Authority staff members were in attendance:

Mark Hopkins, Frank Troy, Ron Marmelstein, Bill McLaughlin, Alpa Patel, Edwin Fuentes, Taryn Rommell, Ellen Lieber, John Johnson, Michael Solidum, Tracey Cameron and Chris Kniesler

The following representatives from the State and/or the public were in attendance:

George Loeser, Attorney General's Office; Lauren LaRusso, Governor's Authorities; John Kelly, Wilentz, Goldman & Spitzer P.A.

CALL TO ORDER

Dr. Kazmir called the meeting to order at 10:08 a.m. and announced that this was a regular meeting of the Authority, held in accordance with the schedule adopted at the May 23, 2019 Authority meeting. Complying with the Open Public Meetings Act and the Authority's By-laws, notice of this meeting was delivered to *The Star-Ledger* and the *Courier Post* and to all newspapers with mailboxes at the Statehouse, enough in advance to permit the publication of an announcement at least 48 hours before the meeting.

1. APPROVAL OF MINUTES July 25, 2019 Authority Meeting

Minutes for the Authority's July 25, 2019 regular meeting were distributed for review and approval prior to the meeting. Dr. Kazmir asked for a motion to approve the minutes. Mr. Lovell made the motion. Ms. Kralik seconded. Dr. Kazmir asked if there were any questions on the motion. There were no questions. Dr. Kazmir then called for a vote. All Members voted in the affirmative and the minutes were approved.

2. AMENDMENT TO THE BOND DOCUMENTS RWJBarnabas

Dr. Kazmir asked Edwin Fuentes to explain the reason for the amendments to the Members.

Mr. Fuentes began by informing the Members that they were being asked to approve the *“Resolution Of The New Jersey Health Care Facilities Financing Authority Authorizing Certain Amendments To The Documentation Relating To Its Outstanding Revenue And Refunding Bonds, Barnabas Health Issue, Series 2012A, Revenue Bonds, Robert Wood Johnson University Hospital Issue, Series 2013A, Refunding Bonds, Barnabas Health Obligated Group Issue, Series 2014A, Revenue Bonds, Robert Wood Johnson University Hospital Issue, Series 2014A, And Revenue And Refunding Bonds, RWJ Barnabas Health Obligated Group Issue, Series 2016A And Other Incidental Actions Related Thereto”* (the “Resolution”) that was provided in their meeting material.

Mr. Fuentes told the Members that RWJ Barnabas Health is a New Jersey not-for-profit healthcare system, formed by the merger of Barnabas Health and Robert Wood Johnson University Hospital during March of 2016. Currently, RWJ Barnabas has 10 series of bonds outstanding with this Authority, totaling approximately \$1.136 billion.

Mr. Fuentes reminded the Members that, at the February 2019 Authority Meeting, the Board approved several changes to its existing policies regarding standard loan agreements between our borrowers and the Authority. These policy amendments included: 1) the elimination of the cushion ratio requirement and replacement thereof with a days cash on hand requirement; 2) the modification of the due dates for principal and interest payments required to be made by the borrower to the bond trustee on the respective loans; and 3) the elimination of the Authority’s monitoring rights described in the ‘Triggering Events’ section of the Loan Agreement so long as the outstanding debt is rated at least investment grade.

According to Mr. Fuentes, RWJBarnabas has formally requested to supplement, amend and/or restate certain bond documents for their currently outstanding publicly issued fixed-rate debt with the Authority to reflect the aforementioned modifications. The series of bonds to be amended are: Barnabas Health Series 2012A, Robert Wood Johnson Series 2013A, Barnabas Health Series 2014A, Robert Wood Johnson Series 2014A, and RWJ Barnabas Series 2016A.

Mr. Fuentes then said that John Kelly of Wilentz, Goldman, and Spitzer, Bond Counsel, would present the Resolution.

Mr. Fuentes concluded by saying that, following the presentation, he or Mr. Kelly would address any issues or questions the Members may have.

RESOLUTION PRESENTATION

“RESOLUTION OF THE NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY AUTHORIZING CERTAIN AMENDMENTS TO THE DOCUMENTATION RELATING TO ITS OUTSTANDING REVENUE AND REFUNDING BONDS, BARNABAS HEALTH ISSUE, SERIES 2012A, REVENUE BONDS, ROBERT WOOD JOHNSON UNIVERSITY HOSPITAL ISSUE, SERIES 2013A, REFUNDING BONDS, BARNABAS HEALTH OBLIGATED GROUP ISSUE, SERIES 2014A, REVENUE BONDS, ROBERT WOOD JOHNSON UNIVERSITY HOSPITAL ISSUE, SERIES 2014A AND REVENUE AND REFUNDING BONDS, RWJ BARNABAS HEALTH OBLIGATED GROUP ISSUE, SERIES 2016A AND OTHER INCIDENTAL ACTIONS RELATED THERETO.”

John Kelly of Wilentz, Goldman, & Spitzer, Bond Counsel, stated that, in order to effectuate the changes to the documents which have been previously described, the Resolution provides for the adoption and approval by the Authority of a separate Second Supplement to the Series Resolution to each Series Resolution pursuant to which each of the Barnabas 2012A, Barnabas 2014A, RWJ 2013A, and RWJ 2014A Bonds were issued. The Resolution also approves the form of the First Supplemental Trust Agreement for the RWJ Barnabas Health Series 2016A Bonds, as well as the form of a separate Amended and Restated Loan Agreement relating to each such series of Bonds and authorizes the execution and delivery thereof by an Authorized Officer of the Authority. In addition, the Resolution also authorizes the Authorized Officers of the Authority to execute and deliver such other documents and to take such other action as may be necessary or appropriate to effectuate the execution and delivery of the First Supplemental Trust Agreement and the Amended and Restated Loan Agreements.

Dr. Kazmir asked for a motion to approve the resolution to amend the documents for: Revenue and Refunding Bonds, Barnabas Health Issue, Series 2012A; Revenue Bonds, Robert Wood Johnson University Hospital Issue, Series 2013A; Refunding Bonds, Barnabas Health Obligated Group Issue, Series 2014A; Revenue Bonds, Robert Wood Johnson University Hospital Issue, Series 2014A; and Revenue and Refunding Bonds, RWJBarnabas Health Obligated Group Issue, Series 2016A issued by the Authority. Ms. Ford offered the motion. Mr. Lovell seconded. Dr. Kazmir asked if the Members had any questions on the motion. There were no questions. Dr. Kazmir called for a vote. All Members voted in the affirmative and the resolution was approved.

AB RESOLUTION NO. TT-13

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby approves the Resolution entitled, "A RESOLUTION AMENDING THE RESOLUTION AUTHORIZING THE ISSUANCE OF NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY REVENUE AND REFUNDING BONDS, BARNABAS HEALTH ISSUE, SERIES 2012A; REVENUE BONDS, ROBERT WOOD JOHNSON UNIVERSITY HOSPITAL ISSUE, SERIES 2013A; REFUNDING BONDS, BARNABAS HEALTH OBLIGATED GROUP ISSUE, SERIES 2014A; REVENUE BONDS, ROBERT WOOD JOHNSON UNIVERSITY HOSPITAL ISSUE, SERIES 2014A; AND REVENUE AND REFUNDING BONDS, RWJBARNABAS HEALTH OBLIGATED GROUP ISSUE, SERIES 2016A ISSUED BY THE AUTHORITY ADOPTED ON AUGUST 22, 2019."

(attached)

3. ADDITION TO THE QUALIFIED BANKERS LIST Bancroft Capital

Dr. Kazmir called upon Bill McLaughlin to present Bancroft Capital's request to be added to the Authority's Qualified Bankers List as a Co-manager.

Mr. McLaughlin reported that Bancroft Capital is a certified Service Disabled Veteran Owned and Operated Broker Dealer. The firm was created with the dual purpose of building a full-service broker dealer while providing service-disabled veterans returning from Iraq and Afghanistan with the opportunity to develop careers in the financial services industry. Bancroft Capital, LLC is headquartered in Fort Washington, Pennsylvania and has 19 employees. The firm is focused on five (5) core competencies – public finance, fixed income sales and trading, equity agency trading, cash management and corporate debt sales and trading. The firm does not have a New Jersey office.

According to Mr. McLaughlin, Bancroft Capital's Statement of Qualifications, indicates that the firm has participated in several financings where they have served as either co-manager or selling group member. This experience includes serving as a co-manager on Allegheny County Hospital Development Authority (UPMC) transaction during May of 2019. In addition, the firm has reported excess net capital of over \$5.5 million with the ability to leverage that amount to underwrite in excess of \$20 million without a backstop. Once approved, the Authority's primary contacts will be Michael Ivcic, Director of Municipals

and Kate Baltra, Vice President - Fixed Income, both of whom work out of the Fort Washington, Pennsylvania office.

Mr. McLaughlin concluded by stating that, based upon the information provided, the firm has demonstrated that it is qualified under the Authority's standards to serve as a co-manager. Therefore, Mr. McLaughlin said that the Authority staff recommends approving the addition of Bancroft Capital to the Authority's list of approved bankers as a Co-manager.

Mr. McLaughlin offered to answer any questions from the Members.

Dr. Kazmir then asked for a motion to approve the resolution adding Bancroft Capital as a Co-manager on the Authority's Qualified Bankers List. Ms. Kralik made the motion. Ms. Ford seconded. Dr. Kazmir asked if there were any questions on the motion. There were no questions. All Members voted in the affirmative and the motion was approved.

AB RESOLUTION NO. TT-14

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby approves the appointment of Bancroft Capital to the Authority's Qualified Bankers List as a Co-Manager.

4. CORPORATE BANKING RESOLUTIONS AND SIGNATURE CARDS

Dr. Kazmir informed the Members that, with the appointment of Judith M. Persichilli as the acting Commissioner of the Department of Health, the Authority has a new Chair. Whenever there is a change in officers, the Authority must submit new corporate banking resolutions and signature cards to the bank.

Dr. Kazmir asked for a motion to approve the submission of new corporate banking resolutions and signature cards. Mr. Lovell offered the motion. Ms. Ford seconded the motion. Dr. Kazmir asked if the Members had any questions or comments on the motion. There were no questions. He then called for a vote. All Members voted in the affirmative and the resolution was approved.

AB RESOLUTION NO. TT-15

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby adopts corporate banking resolutions as a result of the appointment of a new Chair and authorizes the submission of new signature cards.

5. APPROVAL OF EXPENSES

Dr. Kazmir referenced a summary of Authority expenses and invoices provided to the Members. Mr. Lovell made the motion to approve the expenses. Ms. Kralik seconded. Dr. Kazmir asked if there were any questions on the motion. There were no questions. Dr. Kazmir then called for a vote. All Members voted in the affirmative and the resolution was approved to approve the bills and to authorize their payment.

AB RESOLUTION NO. TT-16

WHEREAS, the Members of the Authority have reviewed the memoranda dated August 14, 2019 summarizing expenses incurred by the Authority in connection with Trustee/Escrow Agent/Paying Agent fees and general operating expenses in the amounts of \$34,122.50 and \$606.10 respectively, and have found such expenses to be appropriate;

NOW, THEREFORE, BE IT RESOLVED, that the Members of the Authority hereby approve all expenses as submitted, and authorize the execution of checks representing the payment thereof.

6. STAFF REPORTS

Dr. Kazmir thanked staff for the Project Development Summary, Cash Reconciliation Report, Semi-Annual Budget Report and Legislative Update.

Dr. Kazmir asked Executive Director Hopkins to present his Executive Director's report.

Mr. Hopkins reported the following:

1. Judith Persichilli started her tenure as Acting Commissioner of Health on August 5, 2019, pending her confirmation by the Senate as Commissioner. Ms. Persichilli began her career as a nurse. She became the CEO of St. Francis Hospital in Trenton and eventually CEO of Catholic Health East, the large east coast Catholic health system, and was subsequently Interim CEO of CHE Trinity. In July of last year, Ms. Persichilli was appointed by the Governor to serve as the monitor for University Hospital. In December, after delivering her report, she was appointed interim CEO of University Hospital. Ms. Persichilli also serves as chair of the Authority.

2. Hospital & Other News

- a. University Hospital successfully performed its 1,500th liver transplant on August 1. In 1989, University Hospital opened the first liver transplant center in New Jersey and has been one of the busiest in the nation.
- b. RWJBarnabas Health and members of the Healthcare Anchor Network announced their progress in addressing the social determinants of health on July 30. RWJBarnabas endeavors to hire, buy and invest in the communities it serves. To that end it has hired 350 unemployed or under employed residents of Newark to date. It has also collaborated with Rutgers University School of Business and the Newark Economic Development Corporation to create and support local entrepreneurs.
- c. RWJBarnabas Health has also launched a new pediatrics service line, which focuses on family-centered care and is led by Warren Moore, the CEO of the system's Children's Specialized Hospital. Health Leaders Analysis interviewed Mr. Moore for the enclosed article.
- d. Clara Maass Medical Center unveiled its new emergency department lobby as part of its ongoing renovations to the entire emergency department expected to be completed by the end of the year.
- e. RWJBarnabas Health also named Douglas Zehner as Chief Financial Officer for its Newark and Union region. Mr. Zehner joined Newark Beth Israel Hospital in 2014 as Chief Financial Officer and has been its Chief Operating Officer since 2016.
- f. Hackensack Meridian Health has spent \$65 million to acquire all or a majority interest in three nursing homes for its network: Prospect Heights Care Center and Regent Care Center in Hackensack, and West Caldwell Care Center in West Caldwell. The facilities have a total of about 600 beds and 750 employees. The addition of these nursing homes will bring the system's total to 13.
- g. The AtlantiCare Hospital System, part of Geisinger, will become the fifth regional campus of Geisinger Commonwealth School of Medicine. Sixteen third-year students became the first class at AtlantiCare in July, where they will get yearlong experience in both inpatient and outpatient services. The training will give the students exposure to a more diverse selection of patients than those at the school's four rural Pennsylvania campuses.
- h. Geisinger is among the health systems that have been selling genetic profiles of patients to pharmaceutical manufacturers, who use it to research new medication. Other systems selling DNA information include the Mayo Clinic and Mount Sinai Health System. For over a decade, Geisinger has

been collecting DNA information from patients who volunteer to provide it. The patients are not identified and, according to Geisinger, the patients who volunteered their data had agreed to allow the companies to study their data.

- i. Jennifer Velez, Executive Vice President of Community and Behavioral Health at RWJBarnabas Health and former Commissioner of Human Services, was named one of the Top 25 Innovators in Healthcare by Modern Healthcare for her initiative to address unmet needs and improve health outcomes in the area of population health.
- j. Authority staff has been informed that Vincent Riccitelli has been named Chief Financial Officer at Salem Medical Center, replacing Don Bevers. Mr. Riccitelli previously served as CFO at Hoboken University Medical Center.
- k. Temple University has agreed to sell Fox Chase Cancer Center to Thomas Jefferson University. Additionally, if the deal is finalized Jefferson will acquire Temple's 50% interest in managed care health insurer Health Partners Plans and the two universities will establish a long-term oncology-related academic affiliation agreement. They are also part of a consortium that is considering a takeover of St. Christopher's Hospital for Children owned by the same owner of the now bankrupt Hahnemann University Hospital. Jefferson has been expanding in recent years, including the acquisition of the three former Kennedy Health System hospitals in southeastern New Jersey.
- l. St. Luke's University Health Network, parent organization of St. Luke's Warren Hospital, is joining with LifeBridge Health in Baltimore and Riverside Health System in Newport News, to deploy predictive analytics for precision medicine using a software product known as Progknowse.
- m. Kessler Institute for Rehabilitation has been ranked as the number two rehabilitation hospital in the nation by U.S. News & World Report.
- n. In Ratings Actions:
 - i. Moody's assigned an "A3" rating to \$100,000,000 in Series 2019 bonds to be issued on behalf St. Luke's University Health Network's by the Bucks County Industrial Development Authority and affirmed its "A3" rating on outstanding rated debt issued on behalf of St. Luke's. The rating outlook is stable. St. Luke's is the parent of St. Luke's Warren Hospital.
 - ii. S&P assigned a "AA+" rating to \$500,000,000 in bonds to be issued on behalf of the University of Pennsylvania and affirmed its "AA+" rating on the University's outstanding fixed-rate bonds with an

outlook of stable. The University of Pennsylvania is the parent of Penn Medicine Princeton Medical Center.

- o. U.S. News & World Report ranked Mayo Clinic, Cleveland Clinic and Johns Hopkins Hospital as the top three hospitals in the country, respectively, out of the 4,500 hospitals it reviewed. New Jersey's top 15 hospitals are, by ranking: (1) Morristown Medical Center; (2) Hackensack University Medical Center; (3) St. Barnabas Medical Center; (4) Robert Wood Johnson University Medical Center in New Brunswick; (5) Jersey Shore University Medical Center; (6) Valley Hospital; (7) (tie) AtlantiCare Regional Medical Center in Atlantic City and Virtua Voorhees Hospital; (9) (tie) Hackensack Meridian Health Riverview Medical Center and Robert Wood Johnson University Hospital Somerset; (11) (five way tie) Our Lady of Lourdes Medical Center, Hackensack Meridian Health Ocean Medical Center, Penn Medicine Princeton Medical Center, Jefferson Stratford Hospital and Overlook Medical Center.

3. In State Health Care News:

- a. The New Jersey Housing and Mortgage Agency has at least six Hospital Housing Partnership Program projects underway that will see hospitals help support the building of affordable housing in their neighborhoods with some supportive housing for frequent users of hospital and emergency room services. The need and interest in the projects has exceeded the initial amount of matching money budgeted so far by the Agency, but its Executive Director, Charles Richman, is hopeful more money can be raised and more projects can be completed.
- b. Governor Murphy signed a law on August 9 to set up a program in the Department of Health to improve access to existing palliative and hospice care services.

4. In National Health Care News:

- a. The Centers for Medicare and Medicaid Services (CMS) has issued several proposed rules to make it easier for patients to understand the cost of hospital services before accessing care. Hospitals have been required to provide their charge-masters (retail or list prices) for their services since January 2019. The proposed rule, expected to be effective in January 2020, includes requiring hospitals to provide the prices they have negotiated with each payer (the price actually paid by insurers) for 300 services, as contemplated in an Executive Order signed by President Trump in June. The American Hospital Association has criticized the rule, for which comments will be taken until September 27, as possibly fueling anticompetitive behavior by insurers and indicated that it might exceed CMS's legal authority. While the rule does not require hospitals to provide patients an estimate of out-of-pocket costs, some

hospitals have already started providing that information, such as UCHealth in Aurora, Colorado, Monongahela Valley Hospital in Pennsylvania and Memorial Healthcare System in Hollywood, Florida.

- b. On July 29, CMS also proposed new payment rules for Medicare Outpatient Prospective Payment System, Medicare Physician Fee Schedule and the End Stage Renal Disease Prospective Payment System.
- c. On August 2, CMS released its annual Inpatient Prospective Payment System final rule, which includes changes to the hospital wage index and raises the Medicare payment rates for acute care hospitals.
- d. CMS also announced that it will propose changes to the hospital star rating methodology in early 2021 through public rulemaking notices starting sometime next year. The current methodology has been criticized and CMS asked for feedback on how it could be improved. CMS said it received over 800 comments.
- e. New data from UnitedHealth Group found hospital costs for inpatient services for privately insured individuals has increased 19% over the five years from 2013 through 2017.
- f. Modern Healthcare reviewed charity care spending by the 20 largest health systems and found that charity care spending remained flat at 1.4% of revenues from 2015 to 2016. Prior to that charity care spending declined significantly after the 2014 implementation of the Affordable care Act.

[The following National Health Care news items were inadvertently omitted from Mr. Hopkins report, but were included in the full report emailed to the Authority Members shortly after the meeting:

- g. Kaufman Hall's June 2019 flash hospital report showed hospital operating margins down 1.88%. The report concluded hospitals are finding it more difficult to cut costs as patient volumes decreased.
- h. Hospital executives responding to questions from Managed Healthcare Executive identified as three of the biggest challenges they are facing: (i) serving underserved communities; (ii) navigating different payment models (quoting Hackensack Meridian Health's CEO Robert Garrett); and (iii) staying strong despite being small (quoting Holy Name Medical Center's CEO Michael Maron).
- i. A J.D. Power survey found only one in ten patients use telehealth services, largely due to the lack of awareness about its availability.

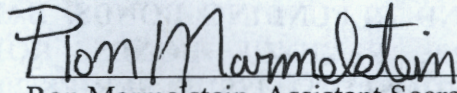
- j. Walgreen and Humana plan to open three more senior-focused primary care centers in Walgreens stores, two in Kansas City, Kansas and one in Anderson, South Carolina. About a year ago, Walgreens and Humana started testing these clinics in two stores.
- k. Amazon, Google, IBM, Microsoft, Oracle and Salesforce announced their renewed commitment to supporting interoperability in health care technology and to advance data-sharing standards. The six companies originally announced their joint commitment in August 2018 and say that they have made progress in the past year toward reducing barriers to interoperability, including the release of open-source software and the development of new standards.
- l. Kaufman Hall recently released a report on health care merger and acquisition activity in the second quarter of 2019. There were 19 transactions compared to 27 in the first quarter. However, the value of the transactions has increased and the type of transactions varied from typical acquisitions to more joint ventures, joint operating agreements or mergers into a new company.
- m. I often report to you the various hospital quality and performance ratings and rankings, usually with a caution that each uses different measures and techniques and therefore no one rating or ranking should be taken as gospel. The New England Journal of Medicine has gone to the effort of grading those ratings and rankings. The U.S. News & World Report Best Hospital earned the highest average overall grade with a "B." CMS Hospital Quality Star Ratings was second with a "C," Leapfrog Hospital Safety Scores earned a "C-" and Healthgrades Top Hospitals earned a "D+."]

5. Authority News

- a. Mr. Hopkins said that last month he missed acknowledging that Director of Research, Investor Relations and Compliance, Frank Troy, celebrated his five-year anniversary at the Authority on July 9.
- b. Mr. Hopkins also told the Members that he celebrated his 15th anniversary at the Authority on August 2.
- c. Assistant Account Administrator Taryn Brzdek completed her Bachelor of Arts degree summa cum laude in Individualized Studies in Business and Technology from Fairleigh Dickinson University this summer.

As there was no further business, following a motion by Mr. Lovell and a second by Ms. Ford, the Members voted unanimously to adjourn the meeting at 10:32 a.m.

I HEREBY CERTIFY THAT THE FOREGOING IS A TRUE COPY OF MINUTES OF THE NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY MEETING HELD ON AUGUST 22, 2019.



Ron Marmelstein, Assistant Secretary

AB RESOLUTION NO. TT-13

RESOLUTION OF THE NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY AUTHORIZING CERTAIN AMENDMENTS TO THE DOCUMENTATION RELATING TO ITS OUTSTANDING REVENUE AND REFUNDING BONDS, BARNABAS HEALTH ISSUE, SERIES 2012A, REVENUE BONDS, ROBERT WOOD JOHNSON UNIVERSITY HOSPITAL ISSUE, SERIES 2013A, REFUNDING BONDS, BARNABAS HEALTH OBLIGATED GROUP ISSUE, SERIES 2014A, REVENUE BONDS, ROBERT WOOD JOHNSON UNIVERSITY HOSPITAL ISSUE, SERIES 2014A, AND REVENUE AND REFUNDING BONDS, RWJ BARNABAS HEALTH OBLIGATED GROUP ISSUE, SERIES 2016A AND OTHER INCIDENTAL ACTIONS RELATED THERETO

August 22, 2019

WHEREAS, the New Jersey Health Care Facilities Financing Authority (the “**Authority**”) has previously issued and currently has outstanding \$90,250,000 aggregate principal amount of its Revenue and Refunding Bonds, Barnabas Health Issue, Series 2012A (the “**Series 2012A Bonds**”);

WHEREAS, the Series 2012A Bonds were issued by the Authority under and pursuant to (i) the New Jersey Health Care Facilities Financing Authority Law, P.L. 1972, c.29, as amended (N.J.S.A. 26:2I-1, *et seq.*) (the “**Act**”), and (ii) the Authority’s General Health Care Facilities Registered Bond Resolution adopted October 29, 1992, as amended and supplemented (the “**General Resolution**”), and a Series Resolution adopted by the Authority on October 25, 2012, as amended and supplemented on May 25, 2017, in accordance with the terms of the General Resolution (the “**Series 2012A Series Resolution**”, and together with the General Resolution, the “**Series 2012A Resolutions**”);

WHEREAS, U.S. Bank National Association (the “**Series 2012A Trustee**”) serves as Trustee for the Series 2012A Bonds pursuant to the Series 2012A Resolutions;

WHEREAS, Barnabas Health, Inc. (f/k/a Saint Barnabas Corporation), a nonprofit corporation organized and existing under the laws of the State of New Jersey and a health care organization within the meaning of the Act (“**Barnabas Health**”), and the Authority entered into a Loan Agreement, dated as of December 1, 2012 (the “**Original Series 2012A Loan Agreement**”), pursuant to which the proceeds from the sale of the Series 2012A Bonds were lent by the Authority to Barnabas Health and used by Barnabas Health for the purposes set forth in the Original Series 2012A Loan Agreement;

WHEREAS, in order to evidence and secure its obligations under the Original Series 2012A Loan Agreement, simultaneously with the issuance of the Series 2012A Bonds, Barnabas

Health executed and delivered to the Authority a promissory note dated December 12, 2012 having a principal amount equal to the original aggregate principal amount of the Series 2012A Bonds (the "**Original Series 2012A Note**");

WHEREAS, simultaneously with the issuance of the Series 2012A Bonds, the Authority assigned all of its right, title and interest (subject to the reservation of certain rights) in the Original Series 2012A Loan Agreement and the Original Series 2012A Note to the Series 2012A Trustee;

WHEREAS, on November 2, 2016, simultaneously with the issuance by the Authority of its Revenue and Refunding Bonds, RWJ Barnabas Health Obligated Group Issue, Series 2016A (the "**Series 2016A Bonds**") and as permitted by the terms of the Series 2012A Bonds, Barnabas Health issued its Amended and Restated Series 2012A Note (the "**First Amended and Restated Series 2012A Note**") to the Series 2012A Trustee in exchange and substitution for the Original Series 2012A Note, which was cancelled;

WHEREAS, the First Amended and Restated Series 2012A Note was issued by Barnabas Health under and pursuant to the Master Trust Indenture, dated as of November 1, 2016, as amended and supplemented (the "**Master Trust Indenture**"), by and between RWJ Barnabas Health, Inc., a New Jersey non-profit corporation ("**RWJ Barnabas**"), on behalf of itself and the other members of the Obligated Group (which includes Barnabas Health and RWJUH (as defined below)), and The Bank of New York Mellon, as Master Trustee;

WHEREAS, on June 12, 2017, the Authority, Barnabas Health and the Series 2012A Trustee entered into an Amended and Restated Series 2012A Loan Agreement (the "**First Amended and Restated Series 2012A Loan Agreement**") which amended and restated the Original Series 2012A Loan Agreement in full;

WHEREAS, pursuant to the First Amended and Restated Series 2012A Loan Agreement, certain covenants of Barnabas Health contained in the Original Series 2012A Loan Agreement were modified and/or amended to be substantially consistent with the corresponding covenants set forth in the Master Trust Indenture and the Loan Agreement, dated as of November 1, 2016, by and between the Authority and RWJ Barnabas, relating to the Series 2016A Bonds (the "**Original Series 2016A Loan Agreement**");

WHEREAS, in order to evidence and secure its obligations under the First Amended and Restated Series 2012A Loan Agreement, simultaneously with the execution and delivery of the First Amended and Restated Series 2012A Loan Agreement, Barnabas Health issued its Second Amended and Restated Series 2012A Note (the "**Second Amended and Restated Series 2012A Note**") to the Series 2012A Trustee in exchange and substitution for the First Amended and Restated Series 2012A Note, which was cancelled;

WHEREAS, the Authority and Barnabas Health have now agreed to amend and restate the First Amended and Restated Series 2012A Loan Agreement in order to make the provisions thereof consistent with the Authority's recent policy amendments to its standard loan agreement requirements for all borrowers, including, without limitation, (i) the elimination of the cushion ratio requirement and replacement thereof with a days cash on hand requirement, (ii) the

modification of the due dates for the payments of the principal of and interest on the Loan (as defined in the First Amended and Restated Series 2012A Loan Agreement) required to be made by Barnabas Health to the Series 2012A Trustee in accordance with Section 5.3(a) of the First Amended and Restated Series 2012A Loan Agreement, and (iii) the elimination of the Authority's monitoring rights described in Section 6.17 of the First Amended and Restated Series 2012A Loan Agreement so long as the outstanding Series 2012A Bonds are rated at least investment grade (collectively, the "**Series 2012A Modifications**");

WHEREAS, the Authority and Barnabas Health now desire to supplement, amend and/or restate the Series 2012A Series Resolution and the First Amended and Restated Series 2012A Loan Agreement to reflect the Series 2012A Modifications and the fact that the Second Amended and Restated Series 2012A Note (as amended and restated by the Third Amended and Restated Series 2012A Note referred to in the Second Amended and Restated Series 2012A Loan Agreement (as defined below)) will evidence and secure all of the obligations of Barnabas Health under the Second Amended and Restated Series 2012A Loan Agreement; and

WHEREAS, in order to reflect the transactions agreed to by the Authority and Barnabas Health, the Authority has determined to (i) supplement and amend the Series 2012A Series Resolution by adopting a Second Supplement to the Series 2012A Series Resolution on the date hereof in the form attached hereto as Exhibit A (the "**Series 2012A Supplemental Resolution**"), and (ii) amend the First Amended and Restated Series 2012A Loan Agreement by entering into a Second Amended and Restated Loan Agreement, dated the date of execution thereof (or such other date as shall be acceptable to the Authority, Barnabas Health and the Series 2012A Trustee) (the "**Second Amended and Restated Series 2012A Loan Agreement**"), by and among the Authority, Barnabas Health and the Series 2012A Trustee;

WHEREAS, the Authority has previously issued and currently has outstanding \$102,515,000 aggregate principal amount of its Revenue Bonds, Robert Wood Johnson University Hospital Issue, Series 2013A (the "**Series 2013A Bonds**");

WHEREAS, the Series 2013A Bonds were issued by the Authority under and pursuant to (i) the Act, and (ii) the General Resolution and a Series Resolution adopted by the Authority on July 25, 2013, as amended and supplemented on May 25, 2017, in accordance with the terms of the General Resolution (the "**Series 2013A Series Resolution**", and together with the General Resolution, the "**Series 2013A Resolutions**");

WHEREAS, U.S. Bank National Association (the "**Series 2013A Trustee**") serves as Trustee for the Series 2013A Bonds pursuant to the Series 2013A Resolutions;

WHEREAS, Robert Wood Johnson University Hospital, Inc., a nonprofit corporation organized and existing under the laws of the State of New Jersey and a health care organization within the meaning of the Act ("**RWJUH**"), and the Authority entered into a Loan Agreement, dated as of September 1, 2013 (the "**Original Series 2013A Loan Agreement**"), pursuant to which the proceeds from the sale of the Series 2013A Bonds were lent by the Authority to RWJUH and used by RWJUH for the purposes set forth in the Original Series 2013A Loan Agreement;

WHEREAS, in order to evidence and secure its obligations under the Original Series 2013A Loan Agreement, simultaneously with the issuance of the Series 2013A Bonds, RWJUH executed and delivered to the Authority a promissory note dated September 12, 2013 having a principal amount equal to the original aggregate principal amount of the Series 2013A Bonds (the "**Original Series 2013A Note**");

WHEREAS, simultaneously with the issuance of the Series 2013A Bonds, the Authority assigned all of its right, title and interest (subject to the reservation of certain rights) in the Original Series 2013A Loan Agreement and the Original Series 2013A Note to the Series 2013A Trustee;

WHEREAS, on November 2, 2016, simultaneously with the issuance by the Authority of the Series 2016A Bonds and as permitted by the terms of the Series 2013A Bonds, RWJUH issued its Amended and Restated Series 2013A Note (the "**First Amended and Restated Series 2013A Note**") to the Series 2013A Trustee in exchange and substitution for the Original Series 2013A Note, which was cancelled;

WHEREAS, the First Amended and Restated Series 2013A Note was issued by RWJUH under and pursuant to the Master Trust Indenture;

WHEREAS, on June 12, 2017, the Authority, RWJUH and the Series 2013A Trustee entered into an Amended and Restated Series 2013A Loan Agreement (the "**First Amended and Restated Series 2013A Loan Agreement**") which amended and restated the Original Series 2013A Loan Agreement in full;

WHEREAS, pursuant to the First Amended and Restated Series 2013A Loan Agreement, certain covenants of RWJUH contained in the Original Series 2013A Loan Agreement were modified and/or amended to be substantially consistent with the corresponding covenants set forth in the Master Trust Indenture and the Original Series 2016A Loan Agreement;

WHEREAS, in order to evidence and secure its obligations under the First Amended and Restated Series 2013A Loan Agreement, simultaneously with the execution and delivery of the First Amended and Restated Series 2013A Loan Agreement, RWJUH issued its Second Amended and Restated Series 2013A Note (the "**Second Amended and Restated Series 2013A Note**") to the Series 2013A Trustee in exchange and substitution for the First Amended and Restated Series 2013A Note, which was cancelled;

WHEREAS, the Authority and RWJUH have now agreed to amend and restate the First Amended and Restated Series 2013A Loan Agreement in order to make the provisions thereof consistent with the Authority's recent policy amendments to its standard loan agreement requirements for all borrowers, including, without limitation, (i) the elimination of the cushion ratio requirement and replacement thereof with a days cash on hand requirement, (ii) the modification of the due dates for the payments of the principal of and interest on the Loan (as defined in the First Amended and Restated Series 2013A Loan Agreement) required to be made by RWJUH to the Series 2013A Trustee in accordance with Section 5.3(a) of the First Amended and Restated Series 2013A Loan Agreement, and (iii) the elimination of the Authority's

monitoring rights described in Section 6.17 of the First Amended and Restated Series 2013A Loan Agreement so long as the outstanding Series 2013A Bonds are rated at least investment grade (collectively, the “**Series 2013A Modifications**”);

WHEREAS, the Authority and RWJUH now desire to supplement, amend and/or restate the Series 2013A Series Resolution and the First Amended and Restated Series 2013A Loan Agreement to reflect the Series 2013A Modifications and the fact that the Second Amended and Restated Series 2013A Note (as amended and restated by the Third Amended and Restated Series 2013A Note referred to in the Second Amended and Restated Series 2013A Loan Agreement (as defined below)) will evidence and secure all of the obligations of RWJUH under the Second Amended and Restated Series 2013A Loan Agreement; and

WHEREAS, in order to reflect the transactions agreed to by the Authority and RWJUH, the Authority has determined to (i) supplement and amend the Series 2013A Series Resolution by adopting a Second Supplement to the Series 2013A Series Resolution on the date hereof in the form attached hereto as Exhibit B (the “**Series 2013A Supplemental Resolution**”), and (ii) amend the First Amended and Restated Series 2013A Loan Agreement by entering into a Second Amended and Restated Loan Agreement, dated the date of execution thereof (or such other date as shall be acceptable to the Authority, RWJUH and the Series 2013A Trustee) (the “**Second Amended and Restated Series 2013A Loan Agreement**”), by and among the Authority, RWJUH and the Series 2013A Trustee;

WHEREAS, the Authority has previously issued and currently has outstanding \$129,925,000 aggregate principal amount of its Refunding Bonds, Barnabas Health Obligated Group Issue, Series 2014A (the “**BH Series 2014A Bonds**”);

WHEREAS, the BH Series 2014A Bonds were issued by the Authority under and pursuant to (i) the Act, and (ii) the General Resolution and a Series Resolution adopted by the Authority on October 23, 2014, as amended and supplemented on May 25, 2017, in accordance with the terms of the General Resolution (the “**BH Series 2014A Series Resolution**”, and together with the General Resolution, the “**BH Series 2014A Resolutions**”);

WHEREAS, U.S. Bank National Association (the “**BH Series 2014A Trustee**”) serves as Trustee for the BH Series 2014A Bonds pursuant to the BH Series 2014A Resolutions;

WHEREAS, Barnabas Health and the Authority entered into a Loan Agreement, dated as of December 1, 2014 (the “**Original BH Series 2014A Loan Agreement**”), pursuant to which the proceeds from the sale of the BH Series 2014A Bonds were lent by the Authority to Barnabas Health and used by Barnabas Health for the purposes set forth in the Original BH Series 2014A Loan Agreement;

WHEREAS, in order to evidence and secure its obligations under the Original BH Series 2014A Loan Agreement, simultaneously with the issuance of the BH Series 2014A Bonds, Barnabas Health executed and delivered to the Authority a promissory note dated December 3, 2014 having a principal amount equal to the original aggregate principal amount of the BH Series 2014A Bonds (the “**Original BH Series 2014A Note**”);

WHEREAS, simultaneously with the issuance of the BH Series 2014A Bonds, the Authority assigned all of its right, title and interest (subject to the reservation of certain rights) in the Original BH Series 2014A Loan Agreement and the Original BH Series 2014A Note to the BH Series 2014A Trustee;

WHEREAS, on November 2, 2016, simultaneously with the issuance by the Authority of the Series 2016A Bonds and as permitted by the terms of the BH Series 2014A Bonds, Barnabas Health issued its Amended and Restated BH Series 2014A Note (the "**First Amended and Restated BH Series 2014A Note**") to the BH Series 2014A Trustee in exchange and substitution for the Original BH Series 2014A Note, which was cancelled;

WHEREAS, the First Amended and Restated BH Series 2014A Note was issued by Barnabas Health under and pursuant to the Master Trust Indenture;

WHEREAS, on June 12, 2017, the Authority, Barnabas Health and the BH Series 2014A Trustee entered into an Amended and Restated BH Series 2014A Loan Agreement (the "**First Amended and Restated BH Series 2014A Loan Agreement**") which amended and restated the Original BH Series 2014A Loan Agreement in full;

WHEREAS, pursuant to the First Amended and Restated BH Series 2014A Loan Agreement, certain covenants of Barnabas Health contained in the Original BH Series 2014A Loan Agreement were modified and/or amended to be substantially consistent with the corresponding covenants set forth in the Master Trust Indenture and the Original Series 2016A Loan Agreement;

WHEREAS, in order to evidence and secure its obligations under the First Amended and Restated BH Series 2014A Loan Agreement, simultaneously with the execution and delivery of the First Amended and Restated BH Series 2014A Loan Agreement, Barnabas Health issued its Second Amended and Restated BH Series 2014A Note (the "**Second Amended and Restated BH Series 2014A Note**") to the BH Series 2014A Trustee in exchange and substitution for the First Amended and Restated BH Series 2014A Note, which was cancelled;

WHEREAS, the Authority and Barnabas Health have now agreed to amend and restate the First Amended and Restated BH Series 2014A Loan Agreement in order to make the provisions thereof consistent with the Authority's recent policy amendments to its standard loan agreement requirements for all borrowers, including, without limitation, (i) the elimination of the cushion ratio requirement and replacement thereof with a days cash on hand requirement, (ii) the modification of the due dates for the payments of the principal of and interest on the Loan (as defined in the First Amended and Restated BH Series 2014A Loan Agreement) required to be made by Barnabas Health to the BH Series 2014A Trustee in accordance with Section 5.3(a) of the First Amended and Restated BH Series 2014A Loan Agreement, and (iii) the elimination of the Authority's monitoring rights described in Section 6.17 of the First Amended and Restated BH Series 2014A Loan Agreement so long as the outstanding BH Series 2014A Bonds are rated at least investment grade (collectively, the "**BH Series 2014A Modifications**");

WHEREAS, the Authority and Barnabas Health now desire to supplement, amend and/or restate the BH Series 2014A Series Resolution and the First Amended and Restated BH

Series 2014A Loan Agreement to reflect the BH Series 2014A Modifications and the fact that the Second Amended and Restated BH Series 2014A Note (as amended and restated by the Third Amended and Restated BH Series 2014A Note referred to in the Second Amended and Restated BH Series 2014A Loan Agreement (as defined below)) will evidence and secure all of the obligations of Barnabas Health under the Second Amended and Restated BH Series 2014A Loan Agreement; and

WHEREAS, in order to reflect the transactions agreed to by the Authority and Barnabas Health, the Authority has determined to (i) supplement and amend the BH Series 2014A Series Resolution by adopting a Second Supplement to the BH Series 2014A Series Resolution on the date hereof in the form attached hereto as Exhibit C (the "**BH Series 2014A Supplemental Resolution**"), and (ii) amend the First Amended and Restated BH Series 2014A Loan Agreement by entering into a Second Amended and Restated Loan Agreement, dated the date of execution thereof (or such other date as shall be acceptable to the Authority, Barnabas Health and the BH Series 2014A Trustee) (the "**Second Amended and Restated BH Series 2014A Loan Agreement**"), by and among the Authority, Barnabas Health and the BH Series 2014A Trustee;

WHEREAS, the Authority has previously issued and currently has outstanding \$55,925,000 aggregate principal amount of its Revenue Bonds, Robert Wood Johnson University Hospital Issue, Series 2014A (the "**RWJUH Series 2014A Bonds**");

WHEREAS, the RWJUH Series 2014A Bonds were issued by the Authority under and pursuant to (i) the Act, and (ii) the General Resolution and a Series Resolution adopted by the Authority on July 24, 2014, as amended and supplemented on May 25, 2017, in accordance with the terms of the General Resolution (the "**RWJUH Series 2014A Series Resolution**", and together with the General Resolution, the "**RWJUH Series 2014A Resolutions**");

WHEREAS, U.S. Bank National Association (the "**RWJUH Series 2014A Trustee**") serves as Trustee for the RWJUH Series 2014A Bonds pursuant to the RWJUH Series 2014A Resolutions;

WHEREAS, RWJUH and the Authority entered into a Loan Agreement, dated as of September 1, 2014 (the "**Original RWJUH Series 2014A Loan Agreement**"), pursuant to which the proceeds from the sale of the RWJUH Series 2014A Bonds were lent by the Authority to RWJUH and used by RWJUH for the purposes set forth in the Original RWJUH Series 2014A Loan Agreement;

WHEREAS, in order to evidence and secure its obligations under the Original RWJUH Series 2014A Loan Agreement, simultaneously with the issuance of the RWJUH Series 2014A Bonds, RWJUH executed and delivered to the Authority a promissory note dated September 10, 2014 having a principal amount equal to the original aggregate principal amount of the RWJUH Series 2014A Bonds (the "**Original RWJUH Series 2014A Note**");

WHEREAS, simultaneously with the issuance of the RWJUH Series 2014A Bonds, the Authority assigned all of its right, title and interest (subject to the reservation of certain rights) in

the Original RWJUH Series 2014A Loan Agreement and the Original RWJUH Series 2014A Note to the RWJUH Series 2014A Trustee;

WHEREAS, on November 2, 2016, simultaneously with the issuance by the Authority of the Series 2016A Bonds and as permitted by the terms of the RWJUH Series 2014A Bonds, RWJUH issued its Amended and Restated RWJUH Series 2014A Note (the "**First Amended and Restated RWJUH Series 2014A Note**") to the RWJUH Series 2014A Trustee in exchange and substitution for the Original RWJUH Series 2014A Note, which was cancelled;

WHEREAS, the First Amended and Restated RWJUH Series 2014A Note was issued by RWJUH under and pursuant to the Master Trust Indenture;

WHEREAS, on June 12, 2017, the Authority, RWJUH and the RWJUH Series 2014A Trustee entered into an Amended and Restated RWJUH Series 2014A Loan Agreement (the "**First Amended and Restated RWJUH Series 2014A Loan Agreement**") which amended and restated the Original RWJUH Series 2014A Loan Agreement in full;

WHEREAS, pursuant to the First Amended and Restated RWJUH Series 2014A Loan Agreement, certain covenants of RWJUH contained in the Original RWJUH Series 2014A Loan Agreement were modified and/or amended to be substantially consistent with the corresponding covenants set forth in the Master Trust Indenture and the Original Series 2016A Loan Agreement;

WHEREAS, in order to evidence and secure its obligations under the First Amended and Restated RWJUH Series 2014A Loan Agreement, simultaneously with the execution and delivery of the First Amended and Restated RWJUH Series 2014A Loan Agreement, RWJUH issued its Second Amended and Restated RWJUH Series 2014A Note (the "**Second Amended and Restated RWJUH Series 2014A Note**") to the RWJUH Series 2014A Trustee in exchange and substitution for the First Amended and Restated RWJUH Series 2014A Note, which was cancelled;

WHEREAS, the Authority and RWJUH have now agreed to amend and restate the First Amended and Restated RWJUH Series 2014A Loan Agreement in order to make the provisions thereof consistent with the Authority's recent policy amendments to its standard loan agreement requirements for all borrowers, including, without limitation, (i) the elimination of the cushion ratio requirement and replacement thereof with a days cash on hand requirement, (ii) the modification of the due dates for the payments of the principal of and interest on the Loan (as defined in the First Amended and Restated RWJUH Series 2014A Loan Agreement) required to be made by RWJUH to the RWJUH Series 2014A Trustee in accordance with Section 5.3(a) of the First Amended and Restated RWJUH Series 2014A Loan Agreement, and (iii) the elimination of the Authority's monitoring rights described in Section 6.17 of the First Amended and Restated RWJUH Series 2014A Loan Agreement so long as the outstanding RWJUH Series 2014A Bonds are rated at least investment grade (collectively, the "**RWJUH Series 2014A Modifications**");

WHEREAS, the Authority and RWJUH now desire to supplement, amend and/or restate the RWJUH Series 2014A Series Resolution and the First Amended and Restated RWJUH

Series 2014A Loan Agreement to reflect the RWJUH Series 2014A Modifications and the fact that the Second Amended and Restated RWJUH Series 2014A Note (as amended and restated by the Third Amended and Restated RWJUH Series 2014A Note referred to in the Second Amended and Restated RWJUH Series 2014A Loan Agreement (as defined below)) will evidence and secure all of the obligations of RWJUH under the Second Amended and Restated RWJUH Series 2014A Loan Agreement; and

WHEREAS, in order to reflect the transactions agreed to by the Authority and RWJUH, the Authority has determined to (i) supplement and amend the RWJUH Series 2014A Series Resolution by adopting a Second Supplement to the RWJUH Series 2014A Series Resolution on the date hereof in the form attached hereto as Exhibit D (the "**RWJUH Series 2014A Supplemental Resolution**") and, together with the Series 2012A Supplemental Resolution, the Series 2013A Supplemental Resolution and the BH Series 2014A Supplemental Resolution, the "**Supplemental Resolutions**"), and (ii) amend the First Amended and Restated RWJUH Series 2014A Loan Agreement by entering into a Second Amended and Restated Loan Agreement, dated the date of execution thereof (or such other date as shall be acceptable to the Authority, RWJUH and the RWJUH Series 2014A Trustee) (the "**Second Amended and Restated RWJUH Series 2014A Loan Agreement**"), by and among the Authority, RWJUH and the RWJUH Series 2014A Trustee;

WHEREAS, the Authority has previously issued and currently has outstanding \$679,135,000 aggregate principal amount of the Series 2016A Bonds;

WHEREAS, the Series 2016A Bonds were issued by the Authority under and pursuant to (i) the Act, and (ii) a Trust Agreement, dated as of November 1, 2016 (the "**Original Trust Agreement**"), by and between the Authority and U.S. Bank National Association, as Bond Trustee (the "**Series 2016A Trustee**");

WHEREAS, pursuant to the Original Series 2016A Loan Agreement, the Authority lent the proceeds from the sale of the Series 2016A Bonds to RWJ Barnabas and RWJ Barnabas used those proceeds for the purposes set forth in the Original Series 2016A Loan Agreement;

WHEREAS, in order to evidence and secure its obligations under the Original Series 2016A Loan Agreement, simultaneously with the issuance of the Series 2016A Bonds, RWJ Barnabas executed and delivered to the Authority a promissory note dated November 2, 2016 having a principal amount equal to the original aggregate principal amount of the Series 2016A Bonds (the "**Original Series 2016A Note**");

WHEREAS, simultaneously with the issuance of the Series 2016A Bonds, the Authority assigned all of its right, title and interest (subject to the reservation of certain rights) in the Original Series 2016A Loan Agreement and the Original Series 2016A Note to the Series 2016A Trustee;

WHEREAS, the Original Series 2016A Note was issued by RWJ Barnabas under and pursuant to the Master Trust Indenture;

WHEREAS, the Authority and RWJ Barnabas have now agreed to amend and restate the Original Series 2016A Loan Agreement in order to make the provisions thereof consistent with

the Authority's recent policy amendments to its standard loan agreement requirements for all borrowers, including, without limitation, (i) the elimination of the cushion ratio requirement and replacement thereof with a days cash on hand requirement, (ii) the modification of the due dates for the payments of the principal of and interest on the Series 2016A Loan (as defined in the Original Series 2016A Loan Agreement) required to be made by RWJ Barnabas to the Series 2016A Trustee in accordance with Section 5.3(a) of the Original Series 2016A Loan Agreement, and (iii) the elimination of the Authority's monitoring rights described in Section 6.17 of the Original Series 2016A Loan Agreement so long as the outstanding Series 2016A Bonds are rated at least investment grade (collectively, the "**Series 2016A Modifications**");

WHEREAS, the Authority and RWJ Barnabas now desire to amend and/or restate the Original Trust Agreement and the Original Series 2016A Loan Agreement to reflect the Series 2016A Modifications and the fact that the Original Series 2016A Note (as amended and restated by the Amended and Restated Series 2016A Note referred to in the Amended and Restated Series 2016A Loan Agreement (as defined below)) will evidence and secure all of the obligations of RWJ Barnabas under the Amended and Restated Series 2016A Loan Agreement; and

WHEREAS, in order to reflect the transactions agreed to by the Authority and RWJ Barnabas, the Authority has determined to (i) amend the Original Trust Agreement by entering into a First Supplemental Trust Agreement, dated the date of execution thereof (or such other date as shall be acceptable to the Authority and the Series 2016A Trustee) (the "**First Supplemental Trust Agreement**"), by and between the Authority and the Series 2016A Trustee, and (ii) amend the Original Series 2016A Loan Agreement by entering into an Amended and Restated Loan Agreement, dated the date of execution thereof (or such other date as shall be acceptable to the Authority, RWJ Barnabas and the Series 2016A Trustee) (the "**Amended and Restated Series 2016A Loan Agreement**" and, together with the Amended and Restated Series 2012A Loan Agreement, the Amended and Restated Series 2013A Loan Agreement, the Amended and Restated BH Series 2014A Loan Agreement and the Amended and Restated RWJUH Series 2014A Loan Agreement, the "**Amended and Restated Loan Agreements**"), by and among the Authority, RWJ Barnabas and the Series 2016A Trustee.

NOW THEREFORE BE IT RESOLVED, by the Authority, as follows:

Section 1. Adoption of the Supplemental Resolutions. Each of the Supplemental Resolutions in the forms attached hereto as Exhibits A, B, C and D, respectively, are hereby adopted and approved by the Authority.

Section 2. Approval of the First Supplemental Trust Agreement. The form of the First Supplemental Trust Agreement presented to this meeting (a copy of which shall be filed with the records of the Authority) is hereby approved and the Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Executive Director or Deputy Executive Director of the Authority (each an "**Authorized Officer**") are each hereby authorized to execute, acknowledge and deliver, and the Secretary or Assistant Secretary are each hereby authorized to affix and attest the seal of the Authority to, the First Supplemental Trust Agreement in substantially such form, with such changes therein as counsel may advise and the

Authorized Officers executing the same may approve, such approval to be evidenced by their execution thereof.

Section 3. Approval of the Amended and Restated Loan Agreements.

The form of each of the Amended and Restated Loan Agreements presented to this meeting (a copy of each of which shall be filed with the records of the Authority) is hereby approved and the Authorized Officers are each hereby authorized to execute, acknowledge and deliver, and the Secretary or Assistant Secretary are each hereby authorized to affix and attest the seal of the Authority to, each of the Amended and Restated Loan Agreements in substantially such form, with such changes therein as counsel may advise and the Authorized Officers executing the same may approve, such approval to be evidenced by their execution thereof.

Section 4. Incidental Action. The Authorized Officers of the Authority are hereby authorized to execute and deliver such other documents and to take such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the First Supplemental Trust Agreement and the Amended and Restated Loan Agreements, all in accordance with the foregoing sections hereof.

Section 5. Prior Resolutions. All prior resolutions of the Authority or portions thereof inconsistent herewith are hereby amended to conform to the provisions of this Resolution to the extent of any such inconsistency.

Section 6. Effective Date. This Resolution shall take effect ten (10) days, exclusive of Saturdays, Sundays and public holidays, after delivery (and not including the day of delivery) to the Governor of the State of New Jersey (the "**Governor**") of the minutes of the meeting of the Authority at which this Resolution is adopted or such earlier time as the Governor signs a statement of approval, all in accordance with the subsection (i) of Section 4 of the Act.

EXHIBIT A

SERIES 2012A SUPPLEMENTAL RESOLUTION

EXHIBIT B

SERIES 2013A SUPPLEMENTAL RESOLUTION

EXHIBIT C

BH SERIES 2014A SUPPLEMENTAL RESOLUTION

EXHIBIT D

RWJUH SERIES 2014A SUPPLEMENTAL RESOLUTION