

RESOLUTION APPOINTING A SUCCESSOR BOND TRUSTEE FOR THE NORTH CAROLINA MEDICAL CARE COMMISSION VARIABLE RATE DEMAND HEALTH CARE FACILITIES REVENUE REFUNDING BONDS (WAKE FOREST UNIVERSITY HEALTH SCIENCES), SERIES 2008A, 2008B, 2008C AND 2008D, AND APPROVING A SUCCESSOR MASTER TRUSTEE

WHEREAS, the North Carolina Medical Care Commission (the “Commission”) is a commission of the Department of Health and Human Services of the State of North Carolina and is authorized under Chapter 131A of the General Statutes of North Carolina, as amended, to borrow money and to issue in evidence thereof bonds and notes for the purpose of providing funds to pay all or any part of the cost of financing or refinancing health care facilities; and

WHEREAS, the Commission has executed and delivered four Trust Agreements, each dated as of October 1, 2008 (the “Trust Agreements”), between the Commission and U.S. Bank National Association (“US Bank”), as successor bond trustee (the “Prior Trustee”), which secure the Commission’s outstanding Variable Rate Demand Health Care Facilities Revenue Refunding Bonds (Wake Forest University Health Sciences), Series 2008A, 2008B, 2008C and 2008D (collectively, the “Bonds”); and

WHEREAS, the proceeds of each series of the Bonds was loaned by the Commission to Wake Forest University Health Sciences (“Health Sciences”), and to evidence and secure its obligation to repay the loan of such proceeds Health Sciences issued to the Commission its Obligations under and pursuant to the Master Trust Indenture, dated as of August 1, 2002, as supplemented and amended (the “Master Indenture”), by and between Health Sciences and US Bank, as successor master trustee (the “Master Trustee”)

WHEREAS, US Bank has determined to resign as Prior Trustee under the Trust Agreements and as Master Trustee under the Master Indenture; and

WHEREAS, the Commission has determined that the public interest will best be served by the appointment of The Bank of New York Mellon Trust Company, N.A. as successor bond trustee (the “Successor Trustee”) under each of the Trust Agreements and as Master Trustee under the Master Indenture; and

WHEREAS, there has been presented at this meeting a draft of the form of Agreement of Resignation, Appointment and Acceptance among the Commission, the Prior Trustee and the Successor Trustee;

NOW, THEREFORE, THE NORTH CAROLINA MEDICAL CARE COMMISSION DOES HEREBY RESOLVE:

Section 1. The Bank of New York Mellon Trust Company, N.A. is hereby appointed Successor Trustee to the Prior Trustee, and the execution of an Agreement of

Resignation, Appointment and Acceptance with respect to each series of the Bonds, in the form presented at this meeting, is hereby authorized.

Section 2. The Secretary and the Assistant Secretary of the Commission are authorized to cause notice of the resignation of the Prior Trustee and the appointment of the Successor Trustee to be given in the name of the Commission by the Successor Trustee, and to secure the appropriate consents, if any.

Section 3. The form, terms and provisions of the Agreement of Resignation, Appointment and Acceptance, in the form presented at this meeting, are hereby approved in all respects, and the Chairman, Vice Chairman, or any member of the Commission designated in writing by the Chairman of the Commission for such purpose and the Secretary or the Assistant Secretary of the Commission are hereby authorized and directed to execute and deliver with respect to each series of the Bonds an Agreement of Resignation, Appointment and Acceptance in substantially the form presented at this meeting, together with such changes, modifications and deletions, as they, with the advice of counsel, may deem necessary and appropriate, such execution and delivery to be conclusive evidence of the approval and authorization thereof by the Commission.

Section 4. The Commission hereby approves the appointment by Health Sciences of US Bank as Master Trustee.

Section 5. The Chairman, the Vice Chairman, any member of the Commission designated in writing by the Chairman of the Commission, the Secretary and the Assistant Secretary of the Commission are authorized and directed (without limitation except as may be expressly set forth herein) to take such action and to execute and deliver any such documents, certificates, agreements or other instruments, as they, with the advice of counsel, may deem necessary or appropriate to effect the transactions contemplated herein.

Section 6. This resolution shall take effect immediately upon its passage.