

FEBRUARY 2, 2026

THE STATE OF TEXAS
COUNTY OF TITUS
TITUS COUNTY HOSPITAL DISTRICT

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**RESOLUTION PROVIDING FOR THE APPROVAL OF THE SALE OF THE HOSPITAL AND
THE LEGAL NEGOTIATION AND DRAFTING OF DEFINITIVE HOSPITAL SALE
AGREEMENTS**

WHEREAS, the board of directors (the "**Board**") of Titus County Hospital District, a political subdivision of the State of Texas (the "**District**"), acting in accordance with the statutory authority under Title 3, Subtitle A, Chapter 1107 of the Texas Special District Local Laws Code and under Section 285.051 of the Texas Health and Safety Code (collectively, the "**Statutory Authority**"), has determined that it is in the best interests of the District and the residents of the District to sell that certain hospital named "Titus Regional Medical Center" located at 2001 N. Jefferson Ave, Mount Pleasant, Texas 75455 (the "**Hospital**") to a third-party (the "**Hospital Sale**"); and

WHEREAS, to effectuate the Hospital Sale, the Board believes it to be in the best interests of the District and the residents of the District to begin the negotiation and drafting of definitive hospital sale agreements (the "**Transaction Documents**").

NOW, THEREFORE, BE IT RESOLVED, that, subject to the terms and conditions to be ultimately approved and set forth in the Transaction Documents, the negotiation and completion of the Hospital Sale is hereby ratified and approved in all respects; and

FURTHER RESOLVED, that the Board Finance Committee, legal counsel and other agents and advisors of the District are hereby authorized to negotiate and draft the Transaction Documents, which shall be subject to the ultimate approval of the Board prior to effectuation; and

FURTHER RESOLVED, the Board Finance Committee (the "**Authorized Persons**") is hereby authorized and empowered to execute, deliver, and perform, in the name of and on behalf of the District, any action or document (as applicable) to effectuate the matters contemplated by the foregoing resolutions, with such further changes, modifications, or amendments to such documents as the Authorized Persons shall approve, with such approval to be conclusively evidenced by the execution thereof by an Authorized Person; *provided*, that the foregoing empowerment of the Authorized Persons shall remain subject to the ultimate approval of the Board in accordance with the terms of the foregoing resolutions and applicable Texas law (including, without limitation, the Statutory Authority); and

FURTHER RESOLVED, the Hospital's Chief Executive Officer, and other appropriate officers and executives are authorized to take such actions to ensure the successful integration and transition for the Hospital.

FURTHER RESOLVED, that any and all actions taken, done, or performed in connection with the authority granted by the foregoing resolutions, and all legal actions of any nature whatsoever previously taken by any director, employee, agent, attorney, or other representative of the District contemplated by, arising out of, or in connection with the subject of the foregoing resolutions, are hereby approved, ratified, and confirmed in all respects as the act and deed of the District.

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS
COUNTY OF TITUS
TITUS COUNTY HOSPITAL DISTRICT

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We, the undersigned officers of the Board of Hospital Managers (the "**Board**") of Titus County Hospital District, a political subdivision of the State of Texas (the "**District**"), hereby certify as follows:

1. The Board convened in a called meeting on the 2nd day of February, 2026 at the regularly-designated meeting place of the Board (the "**Meeting**"), and the roll was called of the duly constituted officers and members of the Board, to wit:

Don Lowry, Chairman (Precinct 4)
Rob Holliday, Vice Chairman (Precinct 1)
Tony Rundles, Secretary (At Large)
Kevin Rose (Precinct 2)
Steve Courreges (Precinct 3)
Trent Abbott (At Large)
Ricky Baker (At Large)

and all of said persons were present, except the following absentees: N/A, thus constituting a quorum. Whereupon, among other business the following was transacted at the Meeting, a written

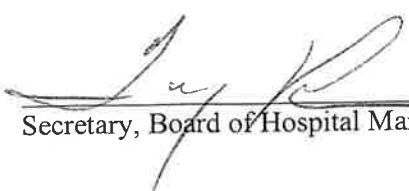
RESOLUTION PROVIDING FOR THE APPROVAL OF THE SALE OF THE HOSPITAL AND THE LEGAL NEGOTIATION AND DRAFTING OF DEFINITIVE HOSPITAL SALE AGREEMENTS

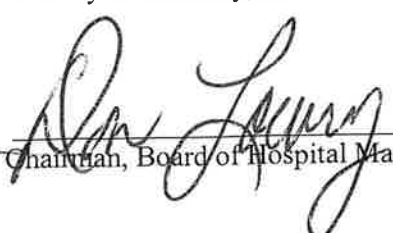
was duly introduced for the consideration of said Board and read in full (the "**Resolution**"). It was then duly moved and seconded that the Resolution be passed. After due discussion, said motion prevailed and carried, with all members of the Board shown present above voting "Aye," except as shown below:

NO: N/A ABSTAIN: N/A

2. A true, full, and correct copy of the Resolution passed at the Meeting is attached to and follows this Certificate, and such Resolution has been duly recorded in the Board's minutes of the Meeting. Each member of the Board (a) was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting and that the Resolution, or a resolution of similar effect, would be introduced and considered for passage at the Meeting, and (b) consented, in advance, to the holding of the Meeting for such purpose. The Meeting was open to the public, and public notice of the time, place, and purpose of said Meeting was given all as required by the Texas Government Code, Chapter 551.

SIGNED this, the 2nd day of February, 2026.


Secretary, Board of Hospital Managers


Chairman, Board of Hospital Managers