DESTINATION MEDICAL CENTER CORPORATION

RESOLUTION NO. 39-2016

Recommending the Achievement of Goals Regarding Sustainability and Energy, and the Establishment of a Technical Advisory Committee

The following Resolution was offered by Michael E. Dougherty, seconded by James V. Bier.

Background Recitals

A. The Destination Medical Center Corporation ("DMCC") adopted the Development Plan on April 23, 2015, which identified proposed climate and energy sustainability visions for the Destination Medical Center initiative:

   a. Climate: To achieve carbon neutrality across the Destination Medical Center; and
   b. Energy: To implement the most progressive, responsive and resilient district energy network in the country.

B. With support from the McKnight Foundation, the Center for Energy and Environment ("CEE") entered into a planning process with stakeholders and the community in order to make recommendations with respect to a coordinated strategy on energy and sustainability. That report, entitled "DMC Coordinated Energy Plan Recommendations" ("Energy Plan Report") was presented by CEE to the DMCC on December 17, 2015.

C. An integral recommendation of the Energy Plan Report is the establishment of an energy integration committee. This technical committee would be composed of representatives of the City of Rochester (the "City"), Olmsted County, Rochester Public Utilities ("RPU"), Minnesota Energy Resources ("MERC"), Mayo Clinic, and the Destination Medical Center Economic Development Agency ("DMC EDA"), with the purpose of making recommendations and taking practical, coordinated actions to ensure successful implementation of the climate and energy vision within the development district; providing ongoing accountability to the DMCC Board; providing transparency to the public; helping developers with easy-to-use technical assistance; and coordinating utility and City programs.

Resolution

NOW, THEREFORE, BE IT RESOLVED, by the Destination Medical Center Corporation Board of Directors, that the Board will strive to achieve the recommendations in the CEE Energy Plan Report with regard to

1) Establishing the DMC as a Sustainability Energy Zone;
2) Capturing all cost effective efficiency improvements in the Sustainable Energy Zone;
3) Optimizing district energy investments that serve buildings within the Sustainable Energy Zone for reliability, energy cost, and carbon saving;
4) Maximizing cost-effective renewable energy opportunities within the Zone; and
5) Creating a culture of sustainability.

BE IT FURTHER RESOLVED, that a DMC EDA facilitated technical advisory committee, known as the Energy Integration Committee, be established, as recommended in the CEE Energy Plan Report to plan and implement actions and processes to achieve the recommendations in the CEE Energy Plan Report; and that representatives of the entities set forth above be invited to join.

BE IT FURTHER RESOLVED, that the Board requests regular updates from the technical advisory committee as it undertakes its work, including an initial implementation plan by the end of 2016.

The question was on the adoption of the Resolution and there were 6 YEAS and 0 NAYS, as follows:

<table>
<thead>
<tr>
<th>BOARD OF DIRECTORS</th>
<th>YEA</th>
<th>NAY</th>
<th>OTHER</th>
</tr>
</thead>
<tbody>
<tr>
<td>James V. Bier</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ardell F. Brede</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>James R. Campbell</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael E. Dougherty</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mark Hickey</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Susan Park Rani</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>R. T. Rybak</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Tina Smith</td>
<td>X</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

RESOLUTION ADOPTED ON April 18, 2016.

ATTEST: [Signature]
Tina F. Smith, Chair
Destination Medical Center Corporation