

**HARDIN COUNTY FISCAL COURT
COMMONWEALTH OF KENTUCKY**

RESOLUTION NO. 2004-086

This Resolution made and entered into this 19th day of October, 2004, by the Hardin County Fiscal Court, d/b/a Hardin Memorial Hospital Board of Trustees, Hardin County, Commonwealth of Kentucky.

WHEREAS, Hardin Memorial Hospital (hereinafter "Hospital") and Stephanie Herder, M.D. (hereinafter "Dr. Herder") entered into a written Recruitment Agreement as of September 4, 2001 (hereinafter "Recruitment Agreement") to establish a neurosurgery service in the Hospital's primary service area; and

WHEREAS, Dr. Herder is a provisional member of the hospital's medical staff with clinical privileges in neurosurgery; and

WHEREAS, the Hospital and Dr. Herder, after evaluating the circumstance surrounding the neurosurgery service have decided to cease such neurosurgery services, and thus the Hospital and Dr. Herder mutually desire to terminate the Recruitment Agreement.

NOW, THEREFORE BE IT RESOLVED by the Hardin County Fiscal Court, Commonwealth of Kentucky, as follows:

1. David L. Gray, President/CEO of Hardin Memorial Hospital, is hereby authorized and directed to negotiate and enter into an agreement with Dr. Herder to terminate the Recruitment Agreement and to forgive the outstanding balance of the loan made to Dr. Herder pursuant to the Recruitment Agreement and thus consider Dr. Herder's repayment obligations arising under a certain promissory note executed by Dr.

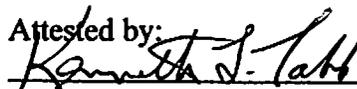
Herder on June 20, 2002, to have been met and the debt that Dr. Herder owes to the Hospital, as represented by such promissory note, to be satisfied in full.

2. David L. Gray, President/CEO of the Hospital is hereby authorized, directed and delegated the authority to negotiate and execute on behalf of the Hospital a settlement agreement and release concerning the specific details and actions reasonably necessary to accomplish and effectuate the purpose and intent of the authority contained in paragraph 1 above on such specific terms and conditions that David L. Gray in the exercise of his reasonable judgment concludes are in the best interest of the Hospital.

3. David L. Gray, President/CEO of the Hospital; Elmer Cummings, CFO of the Hospital; Harry L. Berry, Hardin County Judge/Executive and any other officer or agent of Hardin County is hereby authorized and directed to perform any other act, which shall specifically include the execution of any documents, reasonably necessary to effectuate the purpose and intent of this Resolution.

Adopted by the Hardin County Fiscal Court on the date hereinabove stated.


HARRY L. BERRY
HARDIN COUNTY JUDGE/EXECUTIVE

Attested by:

KENNETH L. TABB
HARDIN COUNTY COURT CLERK
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