DOGWOOD
HEALTH TRUST

January 14, 2019

The Honorable Joshua H. Stein
Attorney General of North Carolina
N.C. Department of Justice
114 W. Edenton Street
Raleigh, North Carolina 27603

Re: Agreement with the Office of the Attorney General

Dear General Stein:

Dogwood Health Trust ("Dogwood" or "the Trust") was formed with the charitable purpose of dramatically improving the health and well-being of all people and communities of western North Carolina. Dogwood's focus is addressing social determinants of health. Consistent with this purpose, Dogwood is committed to building a diverse board of directors (the "Dogwood Board") that reflects the breadth of the region Dogwood serves, while managing its assets and performing its other obligations, including selecting and hiring its chief executive and overseeing grant-making. Dogwood also has and will continue to gather and share information with residents of western North Carolina and other nonprofit leaders and receive input about the Trust's plans to address the social determinants of health.

Dogwood has consulted with the North Carolina Office of Attorney General ("OAG") and appreciates the OAG's input. In light of these discussions, the Dogwood Board has authorized me, as its chair, to make the following specific commitments intended to assure that residents throughout western North Carolina are engaged in the launching and planning of the Trust's charitable work and that the Trust will be faithful to its charitable purposes. Dogwood is aware that you will rely upon, at least in part, these commitments in connection with any issuance of a non-objection letter with respect to the sale (the "Transaction") by Mission Health System, Inc. ("Mission") and its affiliates of substantially all of their operating assets to an affiliate of HCA Healthcare, Inc. (together with its affiliates, "HCA") and the transfer of proceeds therefrom and other assets of Mission to Dogwood thereafter. This letter agreement may be enforced by you or by any future Attorney General in his or her official capacity.

Commitments relating to Dogwood Board Composition

The Dogwood Board is committed to having a board that, by January 1, 2020, will be fully and fairly representative of western North Carolina, across all dimensions, including ethnic, gender, and geographic dimensions.

As of the date hereof, the Dogwood Board comprises 11 members. Including the new members appointed in August and November 2018, three members of the Dogwood Board (27%) are persons of color, and four members (36%) are women. The Dogwood Board is anticipated to grow to 15 members. As the Board seeks to add new members over the coming

year, Dogwood will take into consideration ethnic and gender diversity as part of the Board's commitment to be fully and fairly representative of western North Carolina.

Another aspect of this commitment is the geographic dimension of diversity. Today, most of the Dogwood Board members reside in Buncombe County. One board member resides in sub-region E-1, seven board members reside in sub-region C-4, one Board member resides in sub-region C-3, and two board members reside in the Western region, each as defined in the text below.

We are hereby committing to several additional measurable steps to help achieve the goal of being fully and fairly representative of Western North Carolina.

First, by July 1, 2019, the Dogwood Board will have not more than 50% of its members residing in any one county. This will be accomplished by the election of at least three new directors residing outside of Buncombe County.

Second, by January 1, 2020, the Dogwood Board will include at least one member from each of four sub-regions of western North Carolina in the Eastern and Central areas of western North Carolina and two from the Western region (consisting of Cherokee, Clay, Graham, Jackson, Macon and Swain Counties), for a total of six (6) directors. The two sub-regions in the Eastern area comprise Avery, Mitchell and Yancey Counties (referred to as sub-region E-1) and Burke, McDowell, Polk, and Rutherford Counties (E-2). The two sub-regions in the Central area comprise Henderson and Transylvania Counties (C-3) and Buncombe, Haywood, and Madison Counties (C-4). In addition, by January 1, 2020, the Dogwood Board will include a second member from the E-2 sub-region. (A map of the regions and sub-regions is attached.)

We have assurances from two of our Board members who reside in Buncombe County that they will not seek re-election at the expiration of their current term of office ending December 31, 2019, and from a third from Buncombe County to not seek re-election at the expiration of such member's current term ending December 31, 2020. Thus, by January 1, 2020, the Dogwood Board will include no more than five members from any one county, and by January 1, 2021, the Dogwood Board will include no more than four members from any one county.

Dogwood recognizes that its independence is critical. For that reason, the Dogwood Board will not include any member who is an employee of or who has a material business relationship with HCA. Finally, immediately following the closing of HCA's acquisition of Mission's assets, the Dogwood Board will not include any member who is a member of the Mission board.

Commitment to Broad Regional Representation on Board Committees

To build community engagement and to broaden the opportunity for input into the planning and launching of Dogwood's board composition, its charitable focus and grant programs, the Dogwood Board will appoint during 2019 at least six non-Board members, one

from each of sub-regions E-1, E-2, C-3, and C-4 and two individuals from the Western region, to be assigned among the following three Board committees -- the grants-making committee, the covenant compliance committee, and the nominating committee.

Dogwood Outreach to the Public

During 2019, Dogwood commits to host one meeting in each of the three western North Carolina regions (East, Central, and West). These meetings will be open to the public and the purposes of each will be to discuss the needs of the region and development of the areas of focus related to the social determinants of health, provide education and obtain input on the priorities for addressing social determinants of health throughout western North Carolina. Dogwood will endeavor to bring in national experts and facilitators for these meetings.

Dogwood also commits to conduct at least one annual open meeting with the public each year to receive community input. These meetings will be timed so that Dogwood can take into account any insights it receives from the meeting as it plans its next grant cycle.

Dogwood will provide an annual report to the western North Carolina region, detailing the social determinants of health areas of its focus, the programs it is funding within those areas, the metrics Dogwood is using to evaluate the programs and its own success, compliance by HCA with its obligations under the Amended and Restated Asset Purchase Agreement, and other matters relevant to Dogwood's mission and the people it serves. Dogwood will post the annual reports on its website to assure they are available to the public.

No Change to Dogwood's Charitable Purpose

Immediately following the closing of the Transaction, the Dogwood Board will amend its articles of incorporation to provide that, for a period of 10 years after the closing of HCA's acquisition of Mission assets, Dogwood will not amend the charitable purpose contained in its articles without the prior written approval of the North Carolina Attorney General and, thereafter, Dogwood will be required to provide the North Carolina Attorney General 30-days' notice prior to any change in its charitable purpose. A copy of such amendment is attached. Notice to the North Carolina Attorney General will be provided in accordance with the attached notice instructions.

Chief Executive Officer Search

Dogwood has not yet hired a full time chief executive officer and has no particular individual in mind at this time. The Board will be conducting a national search for its initial chief executive with the assistance of a national executive search firm.

Funding for Addressing Substance Use Disorder

Dogwood will provide $5,000,000 per year for five years for the purpose of funding programs and services dedicated to addressing substance use disorder for residents of western

North Carolina in conjunction with programs developed or to be developed by the Secretary of the North Carolina Department of Health and Human Services.

All members of the Dogwood community are excited about the transformative opportunity to address the serious health challenges faced by our fellow citizens throughout the beautiful and diverse region of western North Carolina, and look forward to getting started.

Sincerely,

Janice Brumit

Janice Brumit
Chair of Board of Directors

ACCEPTED AND AGREED:

JOSHUA H. STEIN, in his official capacity
as Attorney General of North Carolina

Jennifer T. Harrod

By: Jennifer T. Harrod
Title: Special Deputy Attorney General

cc: Mr. Swain Wood
Ms. Jennifer Harrod
Mr. Blake Thomas
Mr. Haynes Lea
Mr. Rob Harrington
Dogwood Board of Directors

Enclosure:

Articles of Incorporation Amendment
Region and Sub-Regions Map

NOTICE INSTRUCTIONS

Any notice, demand or communication required, permitted, or desired to be given hereunder to the North Carolina Attorney General (the "North Carolina AG") must be sent to all of the addresses below by both United States mail and electronic mail. If any mail or electronic mail is returned as undeliverable, the Party sending the message shall inquire about the successor to the persons listed below by calling (919) 716-6400, and then that Party shall resend the message to the successor. The notice, demand or communication shall be effective at the earliest of (a) the time it was personally received by any of the people listed below, or (b) five (5) days after being deposited in the United States mail, with postage prepaid thereon, certified or registered mail, return receipt requested, if the return receipt indicates that the letter was received by the North Carolina Department of Justice.

North Carolina Department of Justice
Consumer Protection Division
114 W. Edenton Street
P.O. Box 629
Raleigh, NC 27602-0629
Attention: Jennifer Harrod, or Attorney Responsible for Review of Nonprofit Transactions
Facsimile: (919) 716-6050
Email: JHarrod@ncdoj.gov

North Carolina Department of Justice
114 W. Edenton Street
P.O. Box 629
Raleigh, NC 27602-0629
Attention: Swain Wood, or General Counsel
Facsimile: (919) 716-0803
Email: SWood@ncdoj.gov

North Carolina Department of Justice
114 W. Edenton Street
P.O. Box 629
Raleigh, NC 27602-0629
Attention: Kevin Anderson, or Chief of Consumer Protection Division
Facsimile: (919) 716-6050
Email: KAnder@ncdoj.gov

The North Carolina AG may designate, by notice to Dogwood, persons and addresses replacing those listed above.

State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

Pursuant to §55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: Dogwood Health Trust

2. The text of each amendment adopted is as follows (*state below or attach*):

   1. Article 2 shall be amended to add the following sentence thereto: The charitable purpose as stated herein may not be amended prior to February 1, 2029 without written approval of the North Carolina Attorney General. Thereafter any such amendment shall not be effective prior to 30 days following the provision of written notice thereof to the North Carolina Attorney General.

   2. The street address of the registered office as stated in Article 8 shall be changed to 890 Hendersonville Rd., Ste. 300, Asheville, NC 28803.

   3. The street address of the principal office of the corporation as stated in Article 9 shall be changed to 890 Hendersonville Rd., Ste. 300, Asheville, NC 28803. The mailing address shall be changed to P.O. Box 15729, Asheville, NC 28813.

3. The date of adoption of each amendment was as follows: [insert date of adoption]

4. (*Check a, b, and/or c, as applicable*)

   a. ☑ The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (*set forth a brief explanation of why member approval was not required*)
   The corporation has no members.

   b. ☐ The amendment(s) was (were) approved by the members as required by Chapter 55A.

   c. ☐ Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing, unless a date and/or time is specified:_____

This the _____ day of _____ , 20_____.

Dogwood Health Trust

Name of Corporation

Signature

Janice W. Brumit, Chair

Type or Print Name and Title

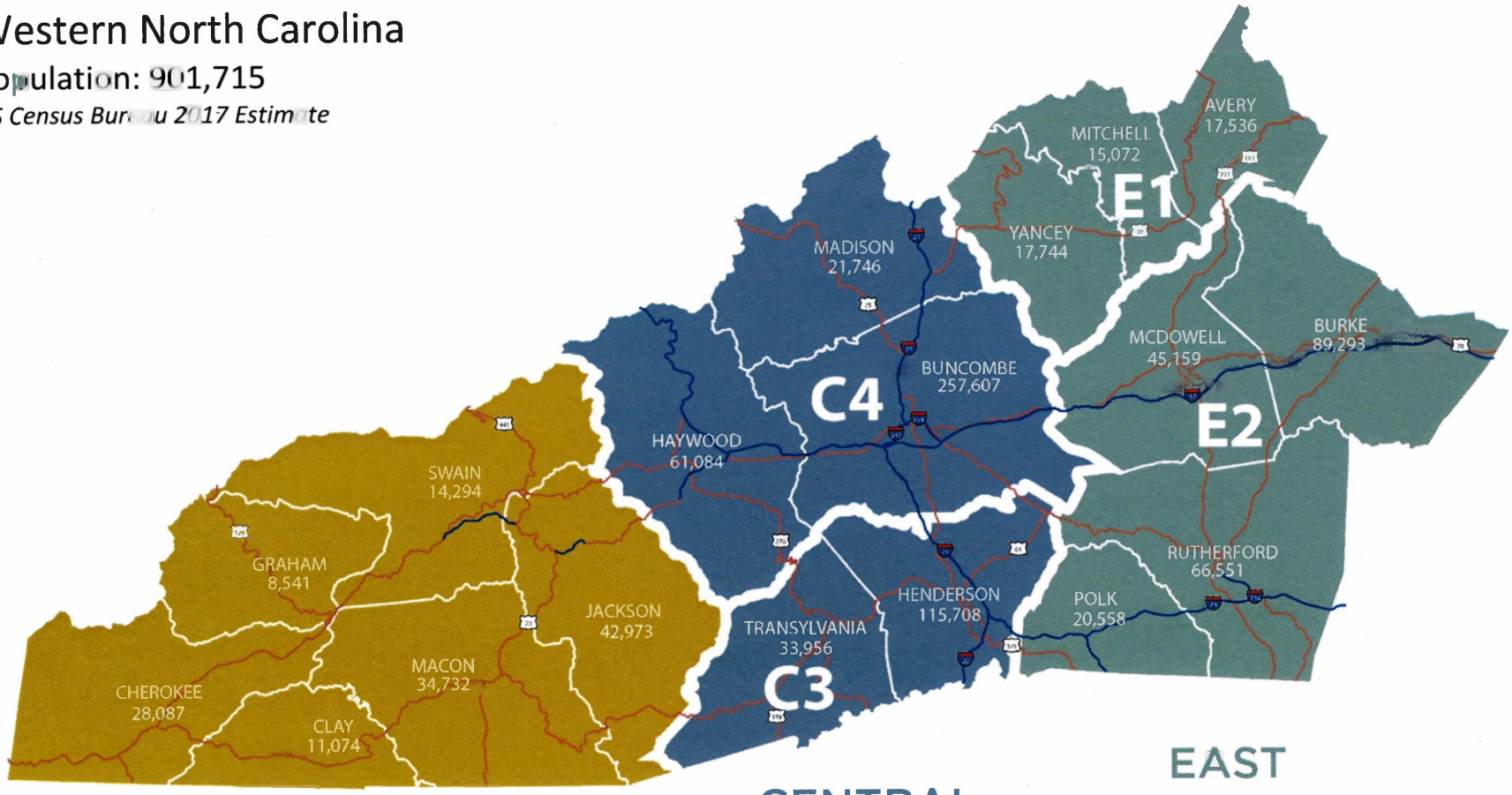
Notes:

1. Filing fee is $25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

Western North Carolina

Population: 901,715

US Census Bureau 2017 Estimate



WEST
139,701 (15.5%)

CENTRAL
490,101 (54.4%)

EAST
271,913 (30.2%)

DOGWOOD HEALTH TRUST