



HAWAII HEALTH SYSTEMS
C O R P O R A T I O N
Quality Healthcare For All

September 11, 2017

CEO – 17 – 022

The Honorable David Y. Ige
Office of the Governor
Executive Chambers
State Capitol
415 South Beretania Street
Honolulu, Hawaii 96813

Re: Act 103, Relating to Health, 2015 Session Laws of Hawaii (“Act 103)

Dear Governor Ige:

Pursuant to Section 4 of Act 103, upon the completion of the transfer of the Maui Region Health System (“MRHS”) facilities of Hawaii Health Systems Corporation (“HHSC”), the Legislature requires you to “inform the president of the senate and the speaker of the house of representative s of the transfer completion date . . . by sending the president and the speak each a copy of each fully executed agreement.”

For your convenience, enclosed for your files and for delivery to Senator Kouchi and Representative Saiki, are three (3) USB flash drives, each of which contains a set of the fully executed documents and associated exhibits and schedules, related to the transfer of the MRHS facilities to Maui Health Systems, A Kaiser Foundation Hospitals LLC (“MHS”).

Please note that certain schedules attached to the Maui Regional Hospitals Transfer Agreement dated January 14, 2016 have been redacted so that HHSC, MRHS, and MHS could comply with federal and state laws and regulations, specifically: (1) the Health Insurance Portability and Accountability Act of 1996, the privacy and security provisions of the Health Information Technology for Economic and Clinical Health Act provisions of the American Recovery and Reinvestment Act of 2009 (“HIPAA”), and all regulations promulgated under each of these statutes, including 45 C.F.R. Parts 160, 162, and 164, and (2) chapter 92F, Hawaii Revised Statutes. The information redacted from certain schedules is protected from public disclosure by one or both of these references.

In addition, attached to this letter is a closing document index identifying the documents contained on each of the flash drives.

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The Honorable David Y. Ige
September 11, 2017
Page 2

If you have any questions, please do not hesitate to contact me.

Very Truly Yours,

A handwritten signature in black ink that reads "Linda Rosen" with a stylized flourish at the end.

Linda Rosen, M.D., M.P.H.
Chief Executive Officer

cc: Douglas Chin, Attorney General

Encl.: Closing document index
Three (3) USB flash drives

Act 103, 2015 Session Laws of Hawaii
Transfer of Maui Region Hospitals
Closing Binder Index -

1. **Maui Regional Hospitals Transfer Agreement** dated January 14, 2016 among Hawaii Health Systems Corporation (“HHSC”), Maui Region of HHSC, the State of Hawaii, Maui Health Systems, A Kaiser Foundation Hospitals LLC, and Kaiser Foundation Hospitals (“Transfer Agreement”)
2. Ex. A to Transfer Agreement - **Kaiser Permanente’s Proposal for Public Private Partnership** dated August 24, 2015
3. Ex. B to Transfer Agreement - **Agreement for the Assignment and Assumption of Admission Agreement**
4. Ex. C to Transfer Agreement - **Assignment and Assumption Agreement**
5. Ex. D to Transfer Agreement - **State of Hawaii Facilities Lease** dated April 22, 2016 between MHS and HHSC (including Exs. A-J and Att. A-1-3)
6. Ex. E to Transfer Agreement - **Agreement for Assignment and Assumption of Resident Trust Funds**
7. Ex. F to Transfer Agreement - **Transition Services Agreement**
 - 7.a. Ex. A (HHSC Services) to Transition Services Agreement
 - 7.b. Ex. B (Interim Billing Agreement) to Transition Services Agreement
 - 7.c. Ex. C (Record Management Services) to Transition Services Agreement
 - 7.d. Ex. D (Employee Lease Arrangement) to Transition Services Agreement
 - 7.e. Ex. E (MHS Business Associate Agreement) to Transition Services Agreement
 - 7.f. Ex. F (HHSC Business Associate Agreement) to Transition Services Agreement
 - 7.g. Ex. G (Cutover Services) to Transition Services Agreement
 - 7.h. Ex. H (CIP Project Coordination Task List) to Transition Services Agreement
8. Ex. G to Transfer Agreement - **General Assignment, Conveyance, and Bill of Sale**
9. Ex. H to Transfer Agreement - **DEA Power of Attorney**
10. Redacted Schedules to Transfer Agreement
11. **Memorandum of Hospital Facilities Lease** recorded in the Bureau of Conveyances on June 30, 2017 as Document No. A-63900757
12. **First Amendment to State of Hawaii Hospital Facilities Lease** dated June 30, 2017 with Exhibits

13. USDA Loan Documents

- 13.a. USDA - Absolute Assignment of Rentals and Lessor's Related Financial Interest in Lease
- 13.b. USDA - Supplemental Master Indenture
- 13.c. USDA - Second Supplemental Bond Indenture
- 13.d. USDA - Certificate and Consent of Bond Trustee Regions Bank
- 13.e. USDA - Certificate of Consent USDA
- 13.f. USDA - Certificate of Consent of Bondholder re Series 2012a
- 13.g. USDA - Certificate of Consent of Bondholder re Series 2012b
- 13.h. USDA - Certificate and Consent of Bondholder to Modifications Series 2012a
- 13.i. USDA - Certificate and Consent of Bondholder to Modifications Series 2012b
- 13.j. USDA - Servicing Request of First Hawaiian Bank

14. Capital Lease Documents

- 14.a. Capital Lease - Notice of Consent AIG Consents #1
- 14.b. Capital Lease - Notice of Consent AIG - Consent #2
- 14.c. Capital Lease - Consent of Millennium as Successor to AIG
- 14.d. Capital Lease - Notice of and Consent to Use of Equipment – Siemens

15. MHS Designation of Authorized Persons

16. MHS Closing Certificate

17. MRHS Closing Certificate

18. HHSC Closing Certificate

19. Pre-Closing Data Access Acknowledgment dated February 28, 2017