

**CERTIFICATE AND CONSENT OF BOND TRUSTEE
AS TO HOSPITAL FACILITIES LEASE
AND MODIFICATIONS IN THE MASTER TRUST INDENTURE**

**Re: Master Trust Indenture dated as of April 1, 2008,
between the Hawaii Health Systems Corporation Maui
Regional Health Care System and The Bank of New York
Mellon Trust Company, N.A. (formerly known as The Bank of
New York Trust Company, N.A., as Master Trustee)**

The undersigned officer of Regions Bank (the "Bond Trustee") hereby certifies that he or she is an authorized officer of the Bond Trustee with the power to grant the consent of the Bond Trustee herein and certifies that the Bond Trustee is the trustee for the outstanding Hawaii Health Systems Corporation (Maui Regional System) Revenue Bonds, Series 2012A and Series 2012B (the "Bonds") issued pursuant to a Bond Trust Indenture dated as of September 1, 2012 (the "Bond Indenture"), between Hawaii Health Systems Corporation ("HHSC"), Maui Regional Health Care System (the "Maui Regional System" and, together with HHSC, the "Corporation") and the Bond Trustee. In connection with such consent, the undersigned further certifies as follows:

1. The Bond Trustee, in its capacity as trustee under the Bond Indenture, is the 100% holder of Master Indenture Revenue Bond No. 1 ("Obligation No. 1") issued by the Maui Regional System, as "Credit Group Representative" under the above referenced Master Trust Indenture (the "Master Indenture") between the Corporation and The Bank of New York Mellon Trust Company, N.A., as Master Trustee (the "Master Trustee"). Pursuant to the Bond Indenture, the Bond Trustee holds Obligation No. 1 in trust for the benefit of "Bondholders" (as defined in the Bond Indenture).

2. As 100% holder of Obligation No. 1, the Bond Trustee: (a) has received and reviewed (i) the Hospital Facilities Lease dated April 22, 2016 (the "Hospital Facilities Lease") between HHSC, as Lessor, and Maui Health System, a Kaiser Foundation Hospitals, LLC, as Lessee, (ii) the form of a proposed Absolute Assignment of Rentals and Lessor's Related Financial Interest in Lease (the "Proposed Assignment"), a copy of which is attached as Exhibit I hereto, pertaining to HHSC's assignment of certain rights under Hospital Facilities Lease to the Master Trustee, and (iii) the form of a proposed Supplemental Master Trust Indenture (the "Proposed Supplement"), a copy of which is attached as Exhibit II hereto, pertaining to certain modifications to the Master Indenture; and (b) has been requested (i) to consent to the Hospital Facilities Lease, the proposed assignment of rights contemplated by Proposed Assignment and the proposed modifications contemplated by the Proposed Supplement, and (ii) to authorize and direct the Master Trustee to enter into the Proposed Assignment and the Proposed Supplement in connection therewith.

3. The Bondholders, the "Servicer" and "USDA" (as such terms are defined in the Bond Indenture) have consented to the Hospital Facilities Lease, the proposed assignment of rights contemplated by the Proposed Assignment and the proposed modifications contemplated by the Proposed Supplement and have authorized and directed the Bond Trustee to consent to the

same and to authorize and direct the Master Trustee to enter into the Proposed Assignment and the Proposed Supplement in connection therewith. Based on its review of the Hospital Facilities Lease, the Proposed Assignment and the Proposed Supplement and in reliance on the consent, authorization and direction of the Bondholders, the Servicing Agent and USDA, the Bond Trustee hereby (i) consents to the Hospital Facilities Lease, the proposed assignment of rights contemplated by Proposed Assignment and the proposed modifications contemplated by the Proposed Supplement, and (ii) authorizes and directs the Master Trustee to enter into the Proposed Assignment and the Proposed Supplement, provided that the Proposed Assignment and Proposed Supplement are entered into in the forms attached as Exhibits I and II hereto.

IN TESTIMONY WHEREOF, witness the duly authorized signature of the Bond Trustee this 22 day of June, 2017 to become effective July 1, 2017.

REGIONS BANK, as Bond Trustee

By M. Willis
Name: MARY WILLIS
Title: VICE PRESIDENT