

**CERTIFICATE AND CONSENT OF USDA
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, on behalf of United States of America, acting through the United States Department of Agriculture, Rural Housing Service ("USDA"), hereby certifies that [he][she] is an authorized representative of USDA with the power to grant the consent of USDA herein and certifies that the USDA is the 100% holder of Master Indenture Revenue Bond No. 3 ("Obligation No. 3") issued under the above referenced Master Trust Indenture (the "Master Indenture") between Hawaii Health Systems Corporation ("HHSC"), Maui Regional Health Care System and The Bank of New York Mellon Trust Company, N.A., as Master Trustee (the "Master Trustee"). In connection with such consent, the undersigned further certifies as follows:

1. As 100% holder of Obligation No. 3, USDA: (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.

2. Provided that the Proposed Assignment and Proposed Supplement are entered into in the forms attached as Exhibits I and II hereto, USDA hereby (i) consents to the Hospital Facilities Lease, the proposed assignment of rights contemplated by Proposed Assignment and the proposed modifications to the Master Indenture by the Proposed Supplement, and (ii) authorizes and directs the Master Trustee to enter into the Proposed Assignment and the Proposed Supplement.

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

UNITED STATES OF AMERICA, ACTING
THROUGH THE UNITED STATES
DEPARTMENT OF AGRICULTURE, RURAL
HOUSING SERVICE

By: *Richard A. Davis*
Name: *Richard A. Davis*
Title: *Acting Administrator*
Rural Housing Service