

**CERTIFICATE AND CONSENT OF BONDHOLDER 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)**


I, the undersigned officer of AgTexas, FLCA (the "Bondholder"), hereby certify that I am an authorized officer of the Bondholder with the power to grant the consent of the Bondholder herein and that the Bondholder is the owner of 100% of the outstanding Hawaii Health Systems Corporation (Maui Regional System) Revenue Bonds, Series 2012A, issued pursuant to a Bond Trust Indenture dated as of September 1, 2012, as heretofore amended and supplemented (the "Bond Indenture"), between Hawaii Health Systems Corporation ("HHSC"), Maui Regional Health Care System and Regions Bank, as trustee (the "Bond Trustee").

The Bondholder: (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 Bank of New York Mellon Trust Company, N.A., as Master Trustee (the "Master Trustee") under the above referenced Master Trust Indenture (the "Master Indenture"), 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 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.

Provided that the Proposed Assignment and the Proposed Supplement are entered into in the forms attached as Exhibits I and II hereto, the Bondholder hereby (a) consents to the Hospital Facilities Lease, the proposed assignment of rights contemplated by the Proposed Assignment and the proposed modifications to the Master Indenture contemplated by the Proposed Supplement, and (b) authorizes and directs 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 TESTIMONY WHEREOF, witness the duly authorized signature of the Bondholder  
this 5<sup>th</sup> day of June, 2017 to become effective July 1, 2017.

AGTEXAS, FLCA

By:   
Name: Jerry Spruiell  
Title: CEO