

**CLOSING CERTIFICATE
OF
MAUI HEALTH SYSTEM, A KAISER FOUNDATION HOSPITALS LLC**

On this 30th day of June, 2017 and pursuant to Sections 3.2(a), 3.2(b), 3.2(c), 3.2(d) and 3.2(e) of that certain Maui Regional Hospitals Transfer Agreement (the "*Transfer Agreement*"), dated as of January 14, 2016, as amended, by and among MAUI HEALTH SYSTEM, A KAISER FOUNDATION HOSPITALS LLC, a Hawaii limited liability company ("*MHS*"), the HAWAII HEALTH SYSTEMS CORPORATION, a public body corporate and politic and instrumentality of the State of Hawaii ("*HHSC*"), the MAUI REGION OF HAWAII HEALTH SYSTEMS CORPORATION, an agency of the State established in Sections 323F-2(b)(3) and 323F-3.5 of the Hawaii Revised Statutes ("*MRHS*"), the STATE OF HAWAII (the "*State*" and together with HHSC and MRHS, the "*Transferors*") and KAISER FOUNDATION HOSPITALS, a California nonprofit public benefit corporation, the undersigned, as a duly authorized officer of MHS, and not in any individual capacity whatsoever, hereby certifies, on behalf of MHS, the following to Transferors. Capitalized terms used but not defined herein shall have the definitions ascribed to them in the Transfer Agreement.

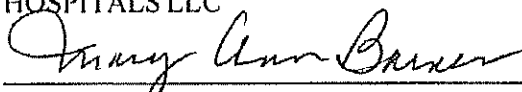
1. Attached hereto as Exhibit A are true and correct copies of the resolutions duly adopted by unanimous written consent of MHS, authorizing and approving the performance of the Transactions and the signing and delivery of the Transfer Agreement and the other documents described therein, which such resolutions are in full force and effect.
2. Each covenant and agreement of MHS to be performed before or as of the Closing Date under the Transfer Agreement has been performed by MHS in all material respects.
3. Attached hereto as Exhibit B is a Certificate of Existence and Good Standing of MHS issued by the State of Hawaii, Department of Commerce and Consumer Affairs, dated as of June 2nd, 2017.
4. Attached hereto as Exhibit C is a Tax Clearance Certificate issued by the State of Hawaii, Department of Taxation, dated as of June 5th, 2017.
5. The representations of MHS set forth in the Transfer Agreement are true and correct in all material respects.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Closing Certificate as of the date first set forth above, solely in her official capacity and not in any individual capacity whatsoever.

MHS:

MAUI HEALTH SYSTEM, A KAISER FOUNDATION
HOSPITALS LLC

A handwritten signature in cursive script, reading "Mary Ann Barnes", written over a horizontal line.

Name: Mary Ann Barnes

Title: Chairperson of the Board

EXHIBIT A

MHS Resolutions

Attached.

CERTIFICATE

The undersigned, Maryann Bodayle, hereby certifies that:

1. She is the duly elected, qualified and acting Assistant Secretary of Maui Health Systems, a Kaiser Foundation Hospitals LLC, a Hawaii limited liability company, (the "Company"); and
2. Set forth below is a full, true, and correct copy of resolutions adopted by the Board of Directors of the Company at a meeting duly called and held on May 31, 2017 at which a quorum was present and acting throughout; and
3. Such resolutions are in full force and effect as of the date of this Certificate.

RESOLVED, that the Board of Directors (the "Board") of Maui Health System, A Kaiser Foundation Hospitals LLC ("Company") hereby ratifies, confirms and re-approves that certain Maui Regional Hospitals Transfer Agreement dated January 14, 2016 (the "Transfer Agreement"), by and among the Company, Kaiser Foundation Hospitals ("KFH"), Hawaii's Hawaii Health Systems Corporation ("HHSC"), Maui Region of Hawaii Health Systems Corporation ("MRHS"), and the State of Hawaii (the "State," and collectively with HHSC and MRHS, the "Transferors"), which was previously approved by the Board, pursuant to which the Company will assume management, operations, properties, and substantially all of the assets of (i) Maui Memorial Medical Center, a 214-bed, acute care hospital, (ii) Kula Hospital & Clinic, a 5-bed critical access hospital with 99 SNF beds and 9 ICF beds, and (iii) Lanai Community Hospital, a 4-bed critical access hospital with 10 SNF/ICF beds (collectively, the "Hospitals"); and it is further

RESOLVED, that the Board hereby ratifies, confirms and approves any and all (1) actions previously taken by Mary Ann Barnes, Chairman and Chief Executive Officer of the Company (the "Authorized Officer") in connection with the execution of the Transfer Agreement, as well as (2) the subsequent negotiation of, and as appropriate, execution of, other contracts, agreements, instruments and documents necessary or appropriate in connection with and related to the consummation of the transactions contemplated by the Transfer Agreement, by the Authorized Officer, or any other officer of the Company; and it is further

RESOLVED, that the Board hereby ratifies, confirms, and approves the State of Hawaii Hospital Facilities Lease by and between the HHSC and the Company, pursuant to which HHSC will lease to the Company that certain Leased Property defined therein, which was entered into as of April 22, 2016; and it is further

RESOLVED, that the Board hereby ratifies, confirms, and approves any and all actions previously taken by the Authorized Officer in connection with the execution of the Lease; and it is further

RESOLVED, that the (i) Authorized Officer, (ii) any other officers of the Company designated by the Authorized Officer, or (iii) any other person designated by the Authorized Officer (each

an "Authorized Person") are hereby separately authorized on behalf of the Company to take any and all actions and to execute and deliver any and all documents as any such Authorized Person deems necessary or appropriate to consummate the transactions contemplated by the Transfer Agreement and the Lease and to carry out the intent and purposes of the foregoing resolutions, including without limitation: (a) provision of Consideration (as defined in the Transfer Agreement); (b) arranging for receipt of working capital; (c) pursuing and obtaining any necessary consents and waivers of contracting parties that may be required; (d) execution of assignment and assumptions related to agreements, contracts, commitments, leases, and other arrangements and any assumed liabilities; (e) arranging for the transfer to the Company of transferrable licenses, government program provider numbers, provider agreements, and CMS certification numbers used to bill and collect from government programs; (f) to the extent that the tie-in notice for change of ownership has not yet been received from CMS, entering into an agreement for the Company to continue to bill under HHSC's provider numbers until the tie-in notice is received; (g) execution of a transition services agreement containing such terms as the Authorized Person deems appropriate; (h) receipt of a general assignment, conveyance, and bill of sale transferring tangible and intangible assets to the Company; (i) receipt of a resident trust funds assignment and arranging for the transfer to the Company of trust funds of residents of skilled nursing facilities; (j) execution of an assignment and assumption with respect to assigned admission agreements of skilled nursing facility residents; (k) arranging for transfers and receipt of telephone numbers, insurance proceeds, HITECH payments, claims and causes of action, advance payments, prepayments, prepaid expenses, security deposits, intellectual property and other assets to be transferred under the Transfer Agreement; (l) receipt of evidence of (i) releases of encumbrances, (ii) funding of pending projects, (iii) the prepayment or the defeasance of the HHSC's obligations to make lease payments under the Capital Leases (as defined in the Transfer Agreement), (iv) the State's efforts to secure Medicaid Supplemental Payments or alternative federal financial participation, (v) that all of the requirements to the use of the property subject to the Capital Leases have been met, (vi) that all steps necessary to preserve the exemption from gross income for federal income tax purposes of interest on, or the interest component of, HHSC debt obligations related to the Maui leased facilities have been taken, and (vii) a reaffirmation by HHSC that it will take no action after the Transfer Completion Date (as defined in the Transfer Agreement) which might adversely affect the exemption from gross income for federal income tax purposes of interest on, or the interest component of, HHSC debt obligations related to the Maui leased facilities; and (m) generally, to execute and deliver any and all other closing certificates and notices, and any additional documents or take any additional actions as any Authorized Person may deem necessary or appropriate.

IN WITNESS WHEREOF, the undersigned has hereunto signed her name on this 14th day of June 2017.

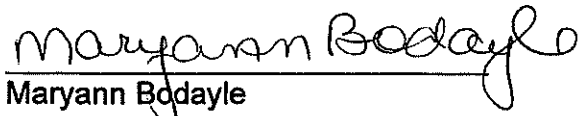
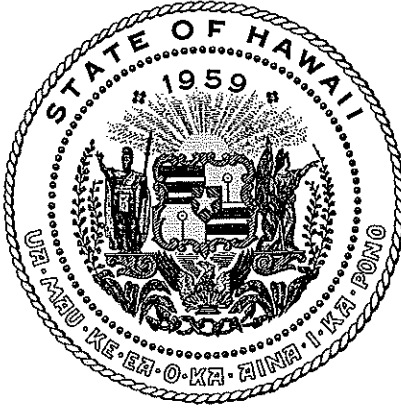

Maryann Bodayle
Assistant Secretary

EXHIBIT B

Certificate of Existence and Good Standing

Attached.



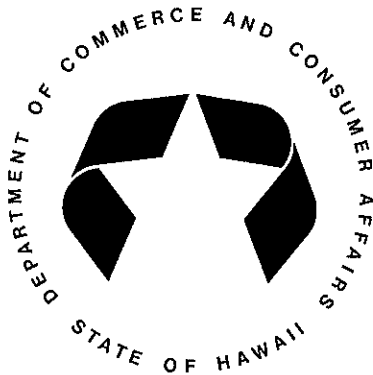
Department of Commerce and Consumer Affairs

CERTIFICATE OF GOOD STANDING

I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department,

MAUI HEALTH SYSTEM, A KAISER FOUNDATION HOSPITALS LLC

was organized under the laws of the State of Hawaii on 12/24/2015 ; that it is an existing limited liability company in good standing and is duly authorized to transact business.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

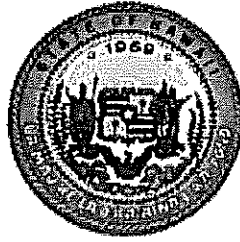
Dated: June 02, 2017

Director of Commerce and Consumer Affairs

EXHIBIT C

Tax Clearance Certificate

Attached.



**STATE OF HAWAII
STATE PROCUREMENT OFFICE**

CERTIFICATE OF VENDOR COMPLIANCE

This document presents the compliance status of the vendor identified below on the issue date with respect to certificates required from the Hawaii Department of Taxation (DOTAX), the Internal Revenue Service, the Hawaii Department of Labor and Industrial Relations (DLIR), and the Hawaii Department of Commerce and Consumer Affairs

Vendor Name: MAUI HEALTH SYSTEM, A KAISER FOUNDATION HOSPITALS LLC

Issue Date: 06/05/2017

Status: Compliant

Hawaii Tax#: W88708145-01
New Hawaii Tax#: GE194732851201
FEIN/SSN#: XX-XXX9375
UI#: No record
DCCA FILE#: 140635

Status of Compliance for this Vendor on Issue date:

Form	Department(s)	Status
A-6	Hawaii Department of Taxation	Compliant
	Internal Revenue Service	Compliant
COGS	Hawaii Department of Commerce & Consumer Affairs	Compliant
LIR27	Hawaii Department of Labor & Industrial Relations	Pending

Status Legend:

Status	Description
Exempt	The entity is exempt from this requirement
Compliant	The entity is compliant with this requirement or the entity is in agreement with agency and actively working towards
Pending	The entity is compliant with DLIR requirement
Submitted	The entity has applied for the certificate but it is awaiting approval
Not Compliant	The entity is not in compliance with the requirement and should contact the issuing agency for more information