

HCA's 15 Commitments that fall under the scope of the Independent Monitor

RETAIN SERVICES AND HOSPITALS	1	Keeping material facilities open for at least 10 years <i>(until 2029)</i>	INVEST IN COMMUNITY HEALTH AND WELLBEING	9	Provide \$25 million over five years for an innovation / investment fund
	2	Continuing specified services for at least 10 years <i>(until 2029)</i> , with relief available under limited circumstances after 5 years for the five Local Hospitals		10	Spend \$750,000 per year in Community Contributions in years 2 through 10 <i>(Note this commitment applies from Jan 31, 2020)</i>
	3	Local hospital advisory boards and Dogwood Health Trust have first right to bid if hospitals are closed or sold		11	Continue certain community activities, services and programs for at least 12 months <i>(Note this commitment expired Jan 31, 2020)</i>
	4	Continue Long Term Acute Care services at St. Joseph campus for 2 years <i>(Note this commitment expired on Jan 31, 2021)</i>		12	For 10 years <i>(until 2029)</i> , maintain the agreed Uninsured and Charity Care policy and thereafter, maintain policies for the treatment of indigent patients
INVEST IN FACILITIES	5	Complete the new Mission Hospital North Tower <i>(Opened in late 2019)</i>	OTHER COMMITMENTS	13	Provide graduate medical education ("GME") for 10 years at no less than the current [2018/19] levels, subject to the availability of similar GME funding
	6	Build a new 120-bed behavioral health hospital in Asheville within 5 years of obtaining the necessary permits		14	Participate in Medicare and Medicaid programs for at least ten years
	7	Build a replacement hospital for Angel Medical Center within 5 years of obtaining the necessary permits		15	Each year, provide an Annual Report and Cap Ex Report that summarize compliance with certain terms of the agreement
	8	Spend \$232 million in general capital expenditure within five years			

Note regarding Commitment # 1 – The material facilities that must be kept open for at least 10 years include: Mission Hospital (Memorial Campus), Angel Medical Center, Blue Ridge Regional Hospital, Highlands-Cashiers Hospital, Mission Hospital McDowell, Transylvania Regional Hospital, CarePartners Rehabilitation Hospital and the Mission Children's Hospital Reuter Outpatient Center.

Note regarding Commitment # 2 – Summarized list of services to be continued for at least 10 years is shown in the table below:

Mission Hospital	CarePartners & Mission Children’s Hospital	Angel Medical Center	Blue Ridge Regional Hospital	Highlands-Cashiers Hospital	Mission Hospital McDowell	Transylvania Regional Hospital
<p>Inpatient and outpatient services (summary)</p> <ul style="list-style-type: none"> Behavioral Health Cardiac Services. Emergency and Trauma services General Medicine Services Imaging and Diagnostic Services Neuro Trauma Services. Obstetrical services Oncology Services Pediatric Services Surgical Services <p>Graduate Medical Education</p> <p>Program for All Inclusive Care for the Elderly (PACE)</p>	<p><u>CarePartners:</u></p> <ul style="list-style-type: none"> Inpatient Rehabilitation Outpatient Rehabilitation Orthotics & Prosthetics <p>Home Health and Private Duty Nursing</p> <p>Hospice</p> <p><u>Mission Children’s Hospital Reuter Outpatient Service</u></p> <ul style="list-style-type: none"> Pediatric specialty outpatient clinics 	<ul style="list-style-type: none"> Emergency Services Surgical Services Acute Medicine Services 	<ul style="list-style-type: none"> Emergency Services Surgical Services Acute Medicine Services 	<ul style="list-style-type: none"> Emergency Services Surgical Services Acute Medicine Services Eckerd Living Center (Skilled Nursing Facility) 	<ul style="list-style-type: none"> Emergency Services OB/GYN Services Surgical Services Acute Medicine Services 	<ul style="list-style-type: none"> Emergency Services Surgical Services Acute Medicine Services Transitional Care Unit (Skilled Nursing Facility)

Detailed in *Schedule 7.13(a)* of the Asset Purchase Agreement

Detailed in *Schedule 7.13(b)* of the Asset Purchase Agreement

SCHEDULE 7.13(a) – Mission Hospital/CarePartners Services

MISSION HOSPITAL SERVICES

Inpatient and outpatient services must include:

- **Behavioral Health** – child, adolescent and adult inpatient and partial hospitalization outpatient services.
- **Cardiac Services** – Cardiology, Interventional Cardiology, Electrophysiology, Cardiac Surgery and rehabilitation services.
- **Emergency and Trauma services** generally consistent with the current Level II Trauma Program with emergency services for pediatrics and adults, ground/air medical transport services and forensic nursing services.
- **General Medicine Services** – hospitalist, gastroenterology, infectious disease, nephrology, pulmonary/critical care, neurology, and palliative care services.
- **Imaging and Diagnostic Services** – CT, Cardiac CT, MRI, neuro-interventional and interventional radiology and high-risk mammography services.
- **Neuro Trauma Services.**
- **Obstetrical services** – OB emergency, labor, delivery, post-partum and high-risk maternal fetal services.
- **Oncology Services** – inpatient and outpatient cancer services, radiation therapy, surgery, chemotherapy, and infusion services.
- **Pediatric Services** – Level III neonatal intensive care and associated transport, and pediatric inpatient/intensive care.
- **Surgical Services** – bariatric, cardiac, ear/nose/throat, breast, endoscopy, gynecologic/gynecologic oncology, neuro-spine, oncology, orthopedic trauma, orthopedic pediatrics, cardiothoracic, trauma, ophthalmology, plastics, urology, vascular, and minimally invasive and robotic surgery.

Graduate Medical Education including Family Medicine, Obstetrics & Gynecology, General Surgery and Psychiatry.

Program for All Inclusive Care for the Elderly (PACE) A CMS certified, adult day licensed comprehensive program serving older adults in Buncombe and Henderson County.

CAREPARTNERS SERVICES

Rehabilitation

- **Inpatient Rehabilitation Services** – inpatient rehabilitation services, including on-site dialysis capability, and specialty services in brain surgery and stroke rehabilitation.
- **Outpatient Rehabilitation Services** – Physical therapy, occupational therapy, oncology rehabilitation, industrial rehabilitation and specialized speech therapy services.
- **Orthotics & Prosthetics Services** – A licensed medical equipment provider with certified orthotists/prosthetists (e.g., bracing, splints and cranial molding helmets).

Home Health and Private Duty Nursing

- Medicare-certified Home Health and Licensed Private Duty services.

Hospice

- Inpatient hospice services for adults and children with skilled, transitional and respite care.
- Medicare-certified, licensed home hospice care.
- Palliative care and Medicare-required bereavement services only.

MISSION CHILDREN’S HOSPITAL REUTER OUTPATIENT CENTER SERVICES

- **Pediatric specialty outpatient clinics**

SCHEDULE 7.13(b) – Member Hospital Facility Services

The McDowell Hospital, Inc.

- Emergency Services
- OB/GYN Services
- Surgical Services
- Acute Medicine Services

Angel Medical Center, Inc.

- Emergency Services
- Surgical Services
- Acute Medicine Services

Blue Ridge Regional Hospital, Inc.

- Emergency Services
- Surgical Services
- Acute Medicine Services

Highlands-Cashiers Hospital, Inc.

- Emergency Services
- Surgical Services
- Acute Medicine Services
- Eckerd Living Center (Skilled Nursing Facility)

Transylvania Community Hospital, Inc.

- Emergency Services
- Surgical Services
- Acute Medicine Services
- Transitional Care Unit (Skilled Nursing Facility)

“Emergency Services”, with respect to The McDowell Hospital, Inc., means 24-hour emergency services required to be provided by a general acute care hospital pursuant to 10A NCAC 13B .4102 through .4110 at least at the same classification level (as defined in 10A NCAC 13B. 4102) as provided on the Closing Date.

“Emergency Services”, with respect to Angel Medical Center, Inc., Blue Ridge Regional Hospital, Inc., Highlands-Cashiers Hospital, Inc. and Transylvania Community Hospital, Inc., means requiring that facility personnel are capable of initiating life-saving measures at a first-aid level of response for any patient or person in need of such services on a 24-hour basis. This shall include:

- (1) initiating basic cardio-respiratory resuscitation according to American Red Cross or American Heart Association standards;
- (2) availability of first-line emergency drugs as specified by the medical staff;
- (3) availability of IV fluids and supplies required to establish IV access; and
- (4) establishing protocols or agreements for the transfer of patients to a facility for a higher level of care when these services are not available on site.

“Surgical Services” means, with respect to any Member Hospital Facility, providing surgical procedures that require one or more incisions in operating rooms or procedure rooms that comply with applicable hospital licensure codes and standards of NC Gen Stat 131E-175 et seq. (the “Hospital Licensure Act”) at a level of service determined by Buyer in its reasonable discretion, with reasonableness determined by (i) the ability to provide such services at such Member Hospital Facility at a Level of Safety and Quality that is at least equal to, or better than, the median Level of Safety and Quality at any other similarly situated facilities owned and operated by Buyer or any of its Affiliates and (ii) the active medical staffs in good standing of the applicable Member Hospital Facility having qualified, available physicians and/or clinical staff necessary for Buyer or any of its Affiliates to provide such services.

“OB/GYN Services” means providing the following capabilities and minimum services:

- (1) identification of high-risk mothers and fetuses;
- (2) continuous electronic fetal monitoring;
- (3) cesarean delivery capability within 30 minutes of decision;
- (4) blood or fresh frozen plasma for transfusion;
- (5) anesthesia on a 24-hour or on-call basis;
- (6) radiology and ultrasound examination;
- (7) stabilization of unexpectedly small or sick neonates before transfer;
- (8) neonatal resuscitation;
- (9) laboratory services on a 24-hour or on-call basis;

- (10) consultation and transfer agreements;
- (11) assessment and care for the neonates; and
- (12) nursery or other appropriate space for care of the neonates.

“Acute Medical Services” means the provision by a licensed hospital of diagnostic services and therapeutic services for medical diagnosis, treatment and care of injured, disabled or sick persons requiring an inpatient admission to the hospital at a level of service determined by Buyer in its reasonable discretion, with reasonableness determined by (i) the ability to provide such services at such Member Hospital Facility at a Level of Safety and Quality that is at least equal to, or better than, the median Level of Safety and Quality at any other similarly situated facilities owned and operated by Buyer or any of its Affiliates and (ii) the active medical staffs in good standing of the applicable Member Hospital Facility having qualified, available physicians and/or clinical staff necessary for Buyer or any of its Affiliates to provide such services.

“Eckerd Living Center (Skilled Nursing Facility)” means operating a nursing home licensed pursuant to the Nursing Home Licensure Act (N.C.G.S. Section 131e-100 et seq.).

“Transitional Care Unit (Skilled Nursing Facility)” means operating a nursing facility unit within a hospital licensed pursuant to the Hospital Licensure Act.