

EXECUTIVE SUMMARY OF MASTER AGREEMENT

The Master Agreement is the general agreement that governs the Restructured Relationship between the District and MPHS at all times after the “Closing” under the Pre-Closing Agreement. It coordinates the other Definitive Agreements and contains provisions (such as remedies for breach) that apply to all of the other Definitive Agreements. The Master Agreement generally provides for or governs the following issues/areas:

1. General terms that govern and an overview of the Restructured Relationship as set forth in the other Definitive Agreements (Article I);

2. Provisions that govern the development and use of the District Controlled Land (the District’s real property other than the New Facility Site), development of the New Facility Site after the New Facility and related Improvements are complete, the leasing of office space within the District’s medical office buildings, and MPHS’ right of first refusal to purchase District property (Article II);

3. The parties’ respective rights and obligations regarding Clinical Services at the New Facility (Article III);

4. The term, and conditions and procedures for early termination, of the Restructured Relationship (Article IV); and

5. Provisions that define what constitutes a default by either party and that establish remedies for such defaults, including the District’s purchase rights and remedies upon certain defaults by MPHS (Article V).