

**APPROVAL CERTIFICATE OF
MOUNTAIN STATES HEALTH ALLIANCE**

September 18, 2017

The undersigned, being the Chief Executive Officer and the Secretary of Mountain States Health Alliance, a Tennessee nonprofit public benefit corporation (“Mountain States”), as of September 18, 2017, (the “Certification Date”), do hereby certify and covenant on behalf of Mountain States to what is set forth below. This certificate is being provided to the Tennessee Department of Health (the “Department”) and the Attorney General and Reporter of the State of Tennessee (the “Attorney General”) in connection with the Application filed by Wellmont Health System (“Wellmont”) and Mountain States, regarding the determination to be made by the Department and the Attorney General on whether to grant or deny the Application for a Certificate of Public Advantage pursuant to Tenn. Code Ann. § 68-11-1303(d). All capitalized terms used herein and not defined shall have the meanings set forth in the Terms of Certification (defined below).

1. Attached hereto as **Exhibit “A”** is a true, correct and complete copy of the resolutions duly adopted by the Board of Directors of Mountain States on September 18, 2017, approving the draft dated September 18, 2017 of those certain Terms of Certification Governing the Certificate of Public Advantage Issued to Ballad Health Pursuant to the Master Affiliation Agreement and Plan of Integration by and between Wellmont and Mountain States, including all Exhibits and Addendum 1 attached thereto (the “Terms of Certification”). Such resolutions are in full force and effect and have not been rescinded, modified or amended in any respect.

2. The undersigned acknowledge that the Department’s issuance of the COPA and its effectiveness as of the Issue Date shall be expressly conditioned on the following, in addition to any other conditions set forth in the Terms of Certification or applicable law and regulation: (i) the final determination, prior to the Issue Date and to the satisfaction of the Department, of the Baseline Spending amounts to be inserted into Exhibit B of the Terms of Certification; (ii) the COPA Parties’ execution of the Terms of Certification evidencing their joint and several agreement and commitment to abide by, and to be subject to, all of the Terms of Certification, and delivery of same to the Department and the Attorney General; and (iii) the consummation of the Closing as set forth in Section 9.13 of the Terms of Certification.

[Signature Page to Follow]

IN WITNESS WHEREOF, each of the undersigned has executed and delivered this Approval Certificate in his or her indicated capacity on behalf of Mountain States as of the Certification Date.

By: _____

Name: Alan Levine

Title: President/Chief Executive Officer of Mountain States Health Alliance

By: _____

Name: Clem Wilkes, Jr.

Title: Secretary of Mountain States Health Alliance

EXHIBIT "A"

BOARD RESOLUTIONS

See attached.

23556672.1

**PROPOSED RESOLUTIONS OF
THE BOARD OF DIRECTORS (the “Board”)
OF MOUNTAIN STATES HEALTH ALLIANCE
(“Mountain States”)**

Approval of Terms of Certification

WHEREAS, an Application for a Certificate of Public Advantage (the “Application”) was filed by Wellmont Health System (“Wellmont”) and Mountain States with the Tennessee Department of Health (the “Department”) and the Attorney General and Reporter of the State of Tennessee (the “Attorney General”) on February 16, 2016 in connection with the proposed merger of Wellmont and Mountain States through Ballad Health, a Tennessee nonprofit public benefit corporation (the “New Health System”) that would become the common parent entity of Wellmont and Mountain States (the “Transaction”);

WHEREAS, in connection with the determination to be made by the Department and the Attorney General on the Application pursuant to Tenn. Code Ann. § 68-11-1303, issuance of the Certificate of Public Advantage has been expressly conditioned on the execution by the New Health System, Wellmont, and Mountain States (the “COPA Parties”) of those certain Terms of Certification Governing the Certificate of Public Advantage Issued to Ballad Health Pursuant to the Master Affiliation Agreement and Plan of Integration by and between Wellmont Health System and Mountain States Health Alliance, to be entered into by and among the Department, Ballad Health, Wellmont and Mountain States and approved by the Attorney General (the “Terms of Certification”) evidencing the COPA Parties’ joint and several agreement and commitment to abide by, and to be subject to, all of the terms thereof;

WHEREAS, the Board has reviewed and discussed materials presented by management and the Terms of Certification draft dated September 18, 2017 and has deliberated regarding the Transaction, and has determined that it is fair, advisable and in the best interests of Mountain States to adopt and enter into the Terms of Certification.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and adopts the Terms of Certification in the form provided to and reviewed by the Board and the ancillary documents thereto, including all Exhibits and Addendum 1 attached thereto;

FURTHER RESOLVED, that the Chief Executive Officer or any other officer or authorized signor of Mountain States designated by the Chief Executive Officer (the “Authorized Officers”) be, and each of them hereby is, authorized and empowered to execute and deliver the Terms of Certification and to negotiate, execute and deliver any other transaction documents necessary to consummate the approval of the Application as may be determined by the Authorized Officers, in each case on terms that are substantially consistent with those set forth in the Terms of Certification, together with any changes, additions, amendments or modifications thereto or deletions therefrom substantially consistent with the Terms of Certification as the Authorized Officers executing the same will approve, the execution and delivery thereof to be conclusive evidence of the approval and ratification thereof by such Authorized Officer.

General Authorizing Resolutions

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of Mountain States and any other controlled affiliate of Mountain States, to make, execute, file and deliver any and all forms, consents, certificates, documents, instruments, amendments, papers or writings as may be required to comply with any Federal or State law or regulation in connection with or in furtherance of the actions and resolutions approved above, and to do any and all other acts necessary or desirable to effectuate the foregoing actions and resolutions, including, without limitation, the payment of any and all expenses incurred by Mountain States and any other controlled affiliate of Mountain States, the execution and delivery thereof by such Authorized Officer or Authorized Officers to be deemed conclusive evidence of the approval by Mountain States and any other controlled affiliate of Mountain States of the terms, provisions and conditions thereof;

FURTHER RESOLVED, that the execution by the Authorized Officers, or any of them, of any document or instrument authorized by the actions and resolutions approved above, or any document or instrument executed in the accomplishment of any action or actions so authorized, is and shall become upon delivery the enforceable and binding act and obligation of Mountain States and any other controlled affiliate of Mountain States, without the necessity of the signature or attestation of any other officer of Mountain States or any other controlled affiliate of Mountain States or the affixing of any corporate seal; and

FURTHER RESOLVED, that any and all acts, transactions, agreements or certificates previously signed on behalf of the Authorized Officers in connection with the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of Mountain States and any other controlled affiliate of Mountain States with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board, and that the Authorized Officers did execute the same.