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September 2, 2015

Tim Fox  
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Justice Building, Third Floor  
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RE: REQUEST FOR APPROVAL OF DISTRIBUTION OF CHARITABLE ASSETS  
FROM THE SALE OF ASSETS OF **COMMUNITY MEDICAL CENTER, INC.**

Dear Attorney General Fox:

As you know, our office represents CMC Missoula, Inc. (formerly Community Medical Center, Inc. and herein "CMC"). On January 12, 2015, you approved the sale of substantially all of CMC's assets to RCHP Billings-Missoula, LLC. You did not however at that time approve CMC's proposal for the distribution of the charitable proceeds from the sale of the hospital assets. You agreed to a request from CMC to extend the time for such review and approval until September 20, 2015. Please accept this letter as CMC's formal request for your office to approve the creation of Missoula Community Hospital Legacy Foundation ("Legacy Foundation") as the structure and vehicle through which the charitable proceeds from the sale of the hospital will be distributed. The Legacy Foundation will be a Montana non-profit, public benefit corporation, exempt from taxation under § 501(c)(3) of the Internal Revenue Code ("Code") and its Regulations ("Regulations").

Copies of the proposed Articles of Incorporation and Bylaws to be used to establish and govern the Legacy Foundation are enclosed with this letter. The purpose and mission of the Legacy Foundation have been structured to comply with the requirement that the assets be used consistent with the charitable mission of hospital and in the same geographic region or area. Specifically, the Legacy Foundation will be organized for the purpose of promoting health and healthcare services to the public in the "Region", defined as the geographic area of western Montana which comprised the primary and secondary service area of the hospital at the time of the sale of its assets. A Map of the "Region" is attached to the Articles and Bylaws.

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In connection with meeting its mission to support health and healthcare in the Region, the Legacy Foundation when appropriate will be guided by the Institute for Healthcare Improvement's "Triple Aim Initiative" for optimizing health system performance by:

- Improving the patient experience (including quality and satisfaction);
- Improving the health of populations; and
- Reducing the per capita cost of health care.

The Legacy Foundation intends to support its mission on a long-term basis, and therefore will be managed and operated on a permanent endowment model basis, using its revenues to fund its activities and preserving its principal, consistent however at all times with the Code and the Regulations governing private foundations.

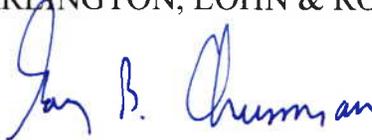
To help assure consistency and compliance with its mission, the Bylaws permit the Montana Attorney General or his/her representative to attend all regular and special meetings of the Legacy Foundation Board in a non-voting capacity. Further, neither the Articles nor the Bylaws can be amended without first notifying and obtaining the Attorney General's approval.

CMC requests that the Missoula Community Hospital Legacy Foundation be approved as the charitable entity through which the sale proceeds will be distributed.

Thank you.

Very truly yours,

GARLINGTON, LOHN & ROBINSON, PLLP



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GBC:rad

Enc.

c: Scott Hacker,  
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