

**TRINITY HEALTH CORPORATION
INDEMNIFICATION LETTER**

Broward County
Fort Lauderdale, FL 33301

Re: TEFRA Hearing and TEFRA Approval of the Michigan Finance Authority Hospital Revenue and Refunding Bonds (Trinity Health Credit Group) from time to time in one or more series pursuant to a 3-year plan of finance (the “Bonds”), a portion of the proceeds of which in an amount not to exceed \$20,000,000 is expected to be loaned by the Michigan Finance Authority to Trinity Health Corporation (“Trinity”) and applied by Trinity to finance and refinance the projects for the main campus of Holy Cross Hospital, Inc. located at 4725 North Federal Highway, Fort Lauderdale, Florida 33308 (“Holy Cross”).

This letter is being provided by Trinity on behalf of itself and its affiliate, Holy Cross, to Broward County, Florida (the “County”) with regard to the transactions described in the letter of Hawkins Delafield & Wood LLP, Bond Counsel to Trinity, attached hereto as Appendix “A” (the “Letter”). As detailed in the attached letter, Trinity and Holy Cross have requested the assistance of the County in holding a TEFRA hearing and granting TEFRA approval in accordance with the attached TEFRA Notice (the “TEFRA Notice”), as required by the Internal Revenue Code of 1986, as amended (the “Code”), for the issuance by the Michigan Finance Authority of its Hospital Revenue and Refunding Bonds (Trinity Health Credit Group) from time to time in one or more series pursuant to a 3-year plan of finance (the “Bonds”), a portion of the proceeds of which shall be loaned by the Michigan Finance Authority to Trinity and applied by Trinity to finance and refinance the Projects described herein (the “Holy Cross Projects”) for the main campus of Holy Cross Hospital, Inc. located at 4725 North Federal Highway, Fort Lauderdale, Florida 33308 and related capital expenditures, including the costs of issuance of the Bonds (collectively, the “Plan of Financing”). The “Holy Cross Projects” consist of the financing or refinancing of additions and improvements to, and equipment for, hospitals or other health care facilities owned and operated by Holy Cross, including, but not limited to, renovations, improvements, equipment acquisitions, installation and equipping of capital improvements at the facilities located at the main campus of Holy Cross.. Proceeds of the Bonds will also be used to pay a portion of the costs of issuance of the Bonds.

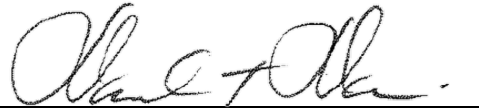
In consideration of the County’s granting of TEFRA approval for the issuance of the Bonds and related Plan of Financing, as required by the Code, Trinity hereby agrees for the benefit of the County as follows:

1. Trinity shall at all times hereafter indemnify, hold harmless and, at the County Attorney’s option, defend or pay for an attorney selected by the County Attorney with input from Trinity to defend the County, its officers, agents, servants, and employees from and against any and all causes of action, demands, claims, losses, liabilities and expenditures of any kind, including attorney fees, court costs, and expenses, caused or alleged to be caused by intentional or

negligent act of, or omission of, Trinity, its employees, agents, servants, or officers, accruing, resulting from, or related to the TEFRA approval of the issuance of the Bonds and related Plan of Financing, and the actions to be taken by the County in connection therewith, as further set forth in the Letter, including, without limitation, any and all claims, losses, liabilities, expenditures, demands or causes of action of any nature whatsoever resulting from injuries or damages sustained by any person or property, other than any such losses, damages, liabilities or expenses arising from the willful misconduct of the County. In the event any lawsuit or other proceeding is brought against the County by reason of any such claim, cause of action or demand, Trinity shall, upon written notice from the County, resist and defend such lawsuit or proceeding by counsel satisfactory to the County or, at the County's option, pay for an attorney selected by the County Attorney to defend the County.

2. Trinity hereby acknowledges that, in granting TEFRA approval of the issuance of the Bonds and related Plan of Financing, the County has relied upon the description of the transaction as described in the attached TEFRA Notice and Letter, and has further relied upon Trinity for all information relating to the Bonds and related Plan of Financing.

TRINITY HEALTH CORPORATION

By: 

Daniel T. Davis
Vice President, Debt Management
and Treasury Services

Dated: October 20, 2022