

ARTICLE VI

FINANCIAL OBLIGATIONS

6.1 Funding of the New Foundation.

(a) Initial \$24.4 Million Cash Payment to New Foundation. The parties agree and acknowledge that the payments under this Section 6.1 constitute (i) an exchange for the right to receive LHA's assets upon its dissolution (as described in Section 3.3(d)), and (ii) to the extent the value of such assets is less than the payment amount, a contribution to the New Foundation to be used in the furtherance of New Foundation's tax-exempt purposes. In recognition of the parties' intention that these payments be used for the benefit of the Lakewood community and its residents and to support New Foundation's tax-exempt purposes, the Clinic and/or LHA will transfer or contribute a total of Twenty-Four Million Four Hundred Thousand Dollars (\$24,400,000) to New Foundation (using LHA funds to the extent available as contemplated in Section 3.3(b)) as follows:

(1) Transfer/contribute Two Hundred Thousand Dollars (\$200,000) to New Foundation in immediately available funds on or before March 1, 2016;

(2) Transfer/contribute Seven Million Six Hundred Thousand Dollars (\$7,600,000) to New Foundation in immediately available funds on the date of the commencement of operations and provision of patient care at the FHC (the "FHC Commencement Date").

(3) Transfer/contribute Four Million Three Hundred Thousand Dollars (\$4,300,000) to New Foundation in immediately available funds on the second anniversary of the FHC Commencement Date;

(4) Transfer/contribute Four Million, One Hundred Thousand Dollars (\$4,100,000) to New Foundation in immediately available funds on the fourth anniversary of the FHC Commencement Date;

(5) Transfer/contribute Four Million, One Hundred Thousand Dollars (\$4,100,000) to New Foundation in immediately available funds on the sixth anniversary of the FHC Commencement Date; and

(6) Transfer/contribute Four Million, One Hundred Thousand Dollars (\$4,100,000) to New Foundation in immediately available funds on the eighth anniversary the FHC Commencement Date.

(b) Annual Contributions to New Foundation Totaling \$8 Million. In support of the furtherance of the purposes of New Foundation, the Clinic will make sixteen (16) annual payments to New Foundation of Five Hundred Thousand Dollars (\$500,000) each, with the first payment being made on the FHC Commencement Date and subsequent payments being made on each anniversary of the FHC Commencement Date for fifteen (15) consecutive years (each, a "Clinic's Annual Contribution").