

**HCMO Notice Question 6 - Exhibit 2:
Detail about the Reconfiguration of the Legacy Health Foundation**

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Currently, the Legacy Health Foundation (the “Foundation”) is an Oregon nonprofit corporation affiliated with Legacy Health with a mission to support the principles, mission, and vision of Legacy Health and promote the health and well-being of the community.

OHSU, Legacy Health and Legacy Health Foundation propose the following steps pertaining to the Foundation’s governance:

- (i) At or immediately prior to closing, convert the Foundation to an independent non-profit public benefit corporation that is not affiliated with the newly combined OHSU/Legacy system or any other hospital or health system;
- (ii) Prior to closing, reconfigure the Foundation board so that it is comprised of five current Legacy directors and four current Foundation trustees to ensure continuity of leadership, experience and expertise both for PacificSource and for the Foundation’s restricted funds; and
- (iii) At or immediately prior to closing, transfer Legacy’s net cash and member interest in PacificSource to the Foundation, as described in more detail below; and
- (iv) Post-closing, identify and recruit additional board members from the community who will collectively represent the communities the Foundation will serve.

Post-closing, the Foundation will go beyond supporting a single health system and will extend to championing and implementing strategies focused on social determinants of health with the (a) mission to promote health and health equity through purposeful and impactful investments, and (b) vision that every member of the community will achieve their highest possible quality of health. The foundation will be largely funded through Legacy Health’s “net cash at closing,” as described in more detail below. This funding of the Foundation is part of the consideration for OHSU acquiring Legacy Health, and the Foundation’s investment in health and health equity are essential outcomes of the transaction.