

April 3, 2019

Wake County Board of Commissioners
P.O. Box 550
Raleigh, NC 27602

Re: Request for Waiver

Dear Chairman Holmes and Fellow Commissioners,

WakeMed appreciates the Wake County Commissioners' dedication to the citizens of Wake County and its recognition of the importance of WakeMed Health & Hospital's mission to improve the health and well-being of our community with outstanding and compassionate care to all. As you are aware, it is crucial to appoint board members who have a full understanding of WakeMed, its mission and its challenges, with experience and background to help move us towards the goal of becoming one of the top ten health systems in the country.

The challenging and complex healthcare environment in which WakeMed serves the community requires both expertise and a passion for the organization from its Board members. The breakdown of WakeMed's current 14 Board members is as follows:

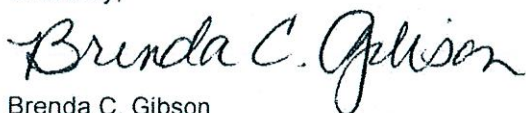
- Three members leaving due to expired terms or resignation
- Seven members with five years or less of service on the Board
- Four members with seven to nine years of service on the Board

Of concern is that for the first time in recent memory WakeMed will have 75% of its Board members with less than 5 years of experience. WakeMed's Board believes it is incredibly important to consider someone who is a tenured community leader and has served the WakeMed Board for 10 years in the past as a possible appointee. This individual can bring financial expertise, institutional knowledge and strong leadership to help WakeMed continue its exceptional strides toward a top ten system.

As such, and in accordance with Article VI in the Articles of Incorporation, the Board unanimously requests that the County Commissioners waive the twelve (12) year lifetime maximum for Mr. Larry Barbour who has been off the Board for two years immediately prior to this request for reappointment. Mr. Barbour would be selected to take the seat of hospital appointed Board member, Brenda Gibson, who is ineligible to be reappointed having completed two full five year terms. As a past Board member, Mr. Barbour has a proven record that meets the critical criteria outlined above and a full understanding of WakeMed's mission and challenges. He will be a valuable asset to the other Board members as they continue to grow and learn more about the complexities of the healthcare system during their tenure. He is a business leader, community leader, and philanthropic treasure.

We appreciate the Wake County Board of Commissioners' consideration of this important request that will support WakeMed's commitment to serving the citizens of Wake County. If you have any questions about this request, please do not hesitate to contact me.

Sincerely,



Brenda C. Gibson
Chair, WakeMed Board of Directors

cc: David Ellis
Scott Warren

April 9, 2019

Scott Warren
County Attorney
Wake County Government
P.O. Box 550
Raleigh, NC 27602

Dear Mr. Warren,

Per your request, this letter confirms that the WakeMed Health & Hospitals Board of Directors approved the following action at its April 2, 2019 meeting:

Request to the WakeMed Board of Commissioners to waive the 12-year lifetime maximum for Larry Barbour, who has been off the Board for two years immediately prior to his subsequent reappointment, so that he can be reappointed to the Board for a five-year term, beginning May 25, 2019 to May 25, 2024.

This request is in accordance with the Amended and Restated Articles of Incorporation, Article VI, second paragraph. This is for board seat number 7 which is currently held by Brenda Gibson, a health system director appointee, and whose term expires on May 25, 2019. Mr. Barbour would not be replacing her as board chair, as those elections have already occurred for the coming two years.

Please let me know if there is any additional information you need for placing this before the County Commissioners. We trust your discretion as to the timing of placement on your agenda, but if at all possible would like it to occur by May 25, 2019.

We appreciate your assistance with this and also the Wake County Board of Commissioners' consideration of this important request.

Sincerely,



Roylyn C. Johnson
Corporate Secretary &
Manager of the Office of the Board/CEO