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**Date:** January 21, 2014 at 11:20:29 AM EST  
**To:** "Williams, Steve" <[Steve.Williams@nortonhealthcare.org](mailto:Steve.Williams@nortonhealthcare.org)>  
**Subject:** Meeting...

Steve:

I enjoyed talking with you this morning about the business terms of a potential five year renewable agreement. I thought that our discussions concerning the land lease were productive and that our attorneys should be able to get language that provides mutual protections in the event that either party seeks to terminate the affiliation agreement. Once we identify these mutual protections and confirm the business to be included in the new affiliation agreement, we can schedule a meeting with the Commonwealth in short order to bring this to a conclusion. As I mentioned, we are comfortable leaving the 2008 academic affiliation agreement in place and craft a very simple addendum to include things that were not in dispute from our previous discussions, including:

- \$30.8 MM per annum base support guaranteed
- \$3 MM Incentive Fund years 3-5, not guaranteed
- UofL sole ACGME Program with obligation to provide reasonable participation with other universities, including UK
- UofL Faculty are Service Chiefs
- No new service lines closed to UofL Faculty
- Exclusivity as per previous agreed upon exhibit
- Integrated Neonatology Group

Our team came into the office early this morning and we are disappointed your team could not meet with us as scheduled at 10. I offered for our team to come to your office to meet with you in person today. Our team is still here and ready to talk. I would repeat our offer to come out to

your office to wrap this up as soon as possible.

Best, David

Sent from my iPad

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# Exhibit J