August 27, 2026

The Honorable Keith Ellison
Attorney General, State of Minnesota
445 Minnesota Street, Suite 600
St. Paul, MN 55101

Re: Memorandum of Understanding — Sanford Health and North Memorial Health

Dear Attorney General Ellison:

With this letter, Sanford Health and North Memorial Health transmit our executed Memorandum of Understanding. We are grateful for the rigor and spirit of engagement your office has brought to the public interest review of our proposed combination. The commitments memorialized in the Memorandum reflect that process, and we stand behind every one of them.

We write separately because our conversations with your office produced something more than commitments: a shared vision of a stronger, more connected health care future for Minnesota — one in which every Minnesotan, no matter where they live, their social or economic status, or their ability to pay, can count on timely access to high-quality, affordable care. This letter describes the opportunities we see, and intend to pursue, in service of that vision, many of which depend on the willingness, decisions, and resources of organizations beyond our own. We describe them here so that our intentions are a matter of record, and so that others who share them know they will find partners in us. While this letter speaks in the language of intent rather than obligation, our intent is not passive: Sanford will make best efforts, and will dedicate the necessary resources of our organization, financial and human capital alike, to advance these intentions as effectively as possible.

Minnesota Presence

Both of our organizations already serve Minnesota in meaningful ways. Sanford Health cares for close to 300,000 Minnesota patients annually, employs nearly 10,000 team members in the state, and operates or holds affiliation agreements with 20 medical centers and 74 clinics across the western third of Minnesota, a presence stretching from International Falls on the Canadian border to Luverne and Jackson in the far southwest, with medical centers in communities as large as the regional hub of Bemidji and as small as Westbrook, home to a few hundred people. North Memorial Health is a mission-driven, nonprofit health system with deep roots in the Twin Cities: a nationally recognized Level I trauma center in Robbinsdale, a growing hospital in Maple Grove, and 21 clinics and four urgent care locations serving one of Minnesota's most diverse and high-need communities. North's reach also extends well beyond the metro: more than 30% of admissions at Robbinsdale Hospital Level I Trauma Center are patients who reside outside the metropolitan area, and North's EMS program — the largest attached to any health system in the United States — serves rural Minnesota through 18 ambulance bases outside the metro and Air Care helicopters providing statewide coverage from six greater-Minnesota bases. These EMS resources serve patients directly and serve as a trusted backup to EMS programs across the state. In combination we become something neither of us can offer alone: one system serving Minnesotans from the state's western reaches to the heart of the metro, positioned to serve Minnesota better after closing than either organization can today.

Consistent with our existing cornerstone commitments, Sanford will maintain its existing headquarters and legal domicile. But as Sanford grows in Minnesota, Minnesota grows in its significance for, and influence on, Sanford as an organization. In recognition of that deepening relationship, and drawn by the strong business climate and welcoming civic community of the Twin Cities, Sanford is committed to maintaining a corporate presence in Minnesota, including a physical office in the Twin Cities metropolitan area where our leadership will be routinely present and accessible.

Minnesota's schools, colleges, and universities produce some of the nation's finest clinical and professional talent, and Sanford intends to recruit actively from that network: mid-career professionals and new graduates alike, in clinical and non-clinical roles. Together, our organizations intend to maintain inclusive recruitment and hiring practices across our governing boards, leadership teams, and broader

workforce that draw from Minnesota's communities, whose positive culture, values, and work ethic we know firsthand, and that support a workforce reflective of those we serve.

Minnesota enjoys a historic reputation for excellence in health care, sustained by a collaborative, vibrant, and talented health care community in which both of our organizations have long participated, including through the Minnesota Hospital Association, the Minnesota Council of Health Plans, Medical Alley, the Minnesota Medical Association, and many other state and community partnerships. That engagement will continue, and, subject to the interest of the other organizations, we welcome opportunities to build on it through partnerships with non-profit organizations, government agencies, and the state's educational institutions that advance health care excellence alongside health research, education, and training.

Minnesota's Rural Health Care Network

Our combination will create a first-of-its-kind, fully integrated health system in Minnesota, with material presence in both sparsely populated rural communities and the densely populated metro. Patients everywhere face the same fundamental challenges; the circumstances, and the solutions, differ between large communities and small ones. Operating across that full range, our combined system will be positioned to develop, deploy, and scale solutions in ways neither organization could alone: coordinating our integrated assets, including our Level I trauma centers and emergency medical transport capabilities, so that patients with high-acuity needs reach the right site of care safely and swiftly, while keeping care as close to home as possible, including exploring with willing partners the virtual and remote delivery of primary and specialty care. That is a longstanding Sanford principle, not a new one: it opened northern Minnesota's only heart and vascular center in Bemidji — where patients who once traveled hours for cardiac care now have three catheterization labs close to home — and it has brought expanded oncology, obstetrics, and specialty care to Worthington, one of Minnesota's most diverse communities.

We also recognize that the strength of greater Minnesota's care network depends on the strength of every organization delivering that care: academic health centers, regional systems, independent and critical access hospitals, stand-alone clinics, and federally qualified health centers. When a rural provider reduces a service or closes, there is no local alternative to take its place. The rural network is an ecosystem, and its health must be attended to as a whole.

To that end, we welcome your office's willingness to take a convening role, bringing together health care stakeholders from across the state to design a solution-oriented initiative dedicated to supporting small and independent rural health care providers in greater Minnesota. Sanford will invest $15 million in that effort, contingent on the closing of our combination, to support its convening, creation, and initial operations. We expect to contribute over a period of approximately three years, at a pace matched to the initiative's actual needs as its design takes shape — but whatever the timing, our commitment is $15 million in total. Following closing, Sanford will also identify a leader from within our system with the requisite skills and experience to lead our organization's part of this work. The initiative's precise design should belong to the stakeholders who build it; we anticipate solutions delivered by a nonprofit organization specializing in low-cost and no-cost technical and support services for rural providers — help meeting pressing needs they cannot address alone, filling internal gaps they cannot fill themselves, and building toward long-term sustainability.

Efforts of this kind are proving their worth elsewhere in the country, offering rural hospitals everything from strategic and financial planning to regulatory guidance and care-model transitions, practical capabilities that complement longer-term public efforts such as the Rural Health Transformation Program. Over time, the initiative could also serve as a shared research resource for the state: setting the standard for rural health care across Minnesota by analyzing access to care, identifying current and emerging gaps, and convening stakeholders to develop solutions that close them. While this initiative begins with Sanford's investment, it is not meant to end there. Rural health care is a shared inheritance and a shared responsibility. We extend an open and standing welcome to every organization committed to it, and we are hopeful that many health systems, hospitals, insurers, employers, philanthropies, and public partners will choose to invest their time, expertise, and resources alongside ours.

Minnesota's Metro Safety Net

Much like the rural network, the ecosystem of safety-net and trauma providers serving the Twin Cities metropolitan area is delicate, and its parts are interdependent, as the 2026 legislative session's debate over the futures of Hennepin County Medical Center and North Memorial Health – Robbinsdale Hospital, both Level I trauma centers and safety-net providers, made plain. Following that

debate, the Legislature appropriately provided critical financial support to sustain Hennepin County Medical Center's operations while it charts a path toward a more sustainable future. For our part, Sanford's commitments with respect to the continued operation of Robbinsdale Hospital are memorialized in the Memorandum of Understanding.

A strong metro safety net also depends on accessible behavioral health care. Integrating behavioral health into primary care is a model Sanford has deployed across the totality of our footprint, including 23 integrated health therapists and integrated health counselors who practice today in Sanford's network of primary care clinics serving Greater Minnesota communities. These clinicians work alongside primary care teams, providing assessment, brief intervention, and crisis support in the clinics patients already know and trust, so that timely mental health care is part of everyday primary care. Subject to further integration planning and ongoing community engagement, we intend, following closing, to recruit the integrated health therapists and counselors needed in the Minneapolis metro area to expand this model to North Memorial's primary care clinics as well.

Looking ahead, our combined system would welcome the opportunity, following closing, to participate in discussions with Hennepin County Medical Center regarding our shared interest in the sustainability of Level I trauma and safety-net capacity in the metropolitan area, discussions we would support your office convening and overseeing, conducted in a legally appropriate and protected manner. Sanford will likewise identify a leader from within our system, an accountable point person with the requisite skills and experience, to facilitate our organization's role in this work.

The opportunities described in this letter are offered in a different spirit than the commitments contained in the attached Memorandum: they are statements of shared intent and aspiration — many dependent on the willingness and decisions of others — rather than additional covenants or conditions. We offer them because we believe the vision they reflect is worth stating publicly, and because Sanford intends to bring its best efforts, and the resources required, to helping fulfill it.
Thank you for your office's partnership throughout this process. We look forward to the work ahead — and to demonstrating, in the communities we are privileged to serve, that the confidence your review reflects is well placed.

Respectfully,

Bill Gassen
President and Chief Executive Officer
Sanford Health

Trevor Sawallish
Chief Executive Officer
North Memorial Health