

Transition Agreement by and between

UFCW Local 1189 (the "Union" on behalf of Bethel Health Care Community employees) and Monarch Healthcare Management (the "Company"), collectively the "Parties".

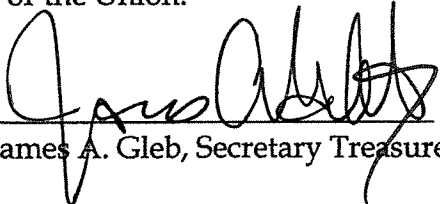
Whereas the parties have a mutual interest in ensuring a smooth transition and labor peace following the acquisition, including minimizing the risk of any grievances, litigation or other disputes regarding their contractual rights and obligation in connection with the acquisition;

NOW THEREFORE, the Parties agree as follows:

- 1) The Company has agreed to hire all current employees and honor their existing years of service, and seniority for all purposes outlined in the Agreement.
- 2) The Company will assume the Welcov CBAs with UFCW Local 1189, with modification where necessary to reflect the change in ownership.
- 3) The Company sponsored benefit program will meet (or exceed) the requirements as set forth in the CBAs.
- 4) Welcov will be transferring over PTO and ~~BDP~~ to Monarch at closing, including any accrued and not yet earned PTO, and ~~BDP~~.
- 5) The Company agrees to amend the Agreements guaranteeing that in the event of a future sale, all "earned" PTO/vacation benefits will be paid out or transferred to the new entity to ensure no loss of "earned" PTO/vacation benefits for the employees.

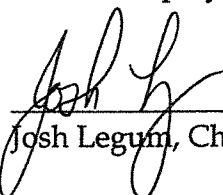
Signed and dated this 9th day of July 2019.

For the Union:


James A. Gleb, Secretary Treasurer

gf/opei #12

For the Employer:


Josh Legum, Chief Executive Officer