

CERTIFICATE OF SECRETARY
OF
GRANITEONE HEALTH

I, Matthew Albuquerque, do hereby certify that I am the duly elected Secretary of GraniteOne Health, a New Hampshire voluntary corporation ("GraniteOne"). I further certify that attached hereto as Exhibit A and incorporated herein by reference is a true and complete copy of the resolutions authorizing and approving all matters in connection with the proposed combination of Dartmouth-Hitchcock Health ("D-HH") and GraniteOne Health ("GraniteOne") and each of the respective members within GraniteOne, including Monadnock Community Hospital, Catholic Medical Center and Huggins Hospital (the "Combination") at a meeting of the Board of Trustees of GraniteOne held on September 30, 2019 (the "Resolutions"). The Resolutions are still in full force and effect and have not been modified or repealed.

I have hereunto set my hand as Secretary of GraniteOne this 30th day of December, 2019.

GRANITEONE HEALTH ("GraniteOne")

By: Matthew Albuquerque
Matthew Albuquerque, its duly
authorized Secretary

Exhibit A

RESOLUTIONS
APPROVED AT A SPECIAL MEETING
OF THE
BOARD OF TRUSTEES
OF
GRANITEONE HEALTH

September 30, 2019

Approval of the Proposed Combination and the Combination Agreement

WHEREAS, Dartmouth-Hitchcock Health (“D-HH”) and GraniteOne Health (“GraniteOne”) and each of the respective members within GraniteOne, including, Catholic Medical Center (“CMC”), Monadnock Community Hospital (“MCH”) and Huggins Hospital (“HH”) (D-HH, GraniteOne, CMC, MCH and HH collectively referred to as the “Parties”, CMC, MCH and HH also referred to herein collectively as the “GraniteOne Hospitals”), share a common commitment to delivering high quality, cost-effective health care to the communities of New Hampshire and Vermont; to improving the health of their communities by deploying and coordinating resources to achieve efficient and effective patient management that enables patients to receive care at the most appropriate, convenient, and cost-effective facility;

WHEREAS, the Parties believe that the proposed combination of D-HH and GraniteOne will allow them mutually to benefit from each other’s clinical, educational, and technological resources so that, together, they remain at the forefront of patient care, quality, technology, information systems, and population health management;

WHEREAS, the Parties further believe that the combined healthcare system, managed bi-regionally centered around the state’s only academic medical center in Lebanon and the GraniteOne high acuity urban community hospital in Manchester, will enable the Parties to better compete with more costly out-of-state providers;

WHEREAS, with these shared goals and vision, D-HH and GraniteOne entered into a non-binding Letter of Intent dated January 23, 2019, establishing a framework to continue discussions and negotiations of the terms of the proposed combination (the “Proposed Combination”);

WHEREAS, the Parties have negotiated over a period of time and are in substantial agreement over the terms of the Proposed Combination and the documents necessary for the Proposed Combination (the “Combination Agreement”) and during the same negotiation period, with the assistance of legal counsel and health industry and financial advisors, GraniteOne and the GraniteOne Hospitals have conducted thorough due diligence of D-HH, including, without limitation, the selection of D-HH as a partner and determining that the transaction is in the best interest of GraniteOne and the GraniteOne Hospitals and the communities served, including assurance that the assets of the GraniteOne Hospitals will continue to be devoted to providing high-quality health care to their communities;

WHEREAS, CMC, MCH and HH conducted various public information sessions, which included discussions with public leaders, stakeholders and employees, to receive public input, which has informed the past and continued deliberations of the Parties' Boards of Trustees;

WHEREAS, with respect to CMC, the Roman Catholic Bishop of the Diocese of Manchester has been advised by his administration, moral ethicists and canon lawyers, he has been engaged in the review of the proposed Combination and the Combination Agreement and after prayer and reflection, has granted his nihil obstat;

WHEREAS, the Boards of CMC, HH and MCH have met and approved the proposed Combination and the Combination Agreement substantially in the form as presented at duly called meetings on September 23, 2019, September 24, 2019 and September 25, 2019, respectively;

WHEREAS, with respect to CMC, CMCHS also approved the proposed Combination and Combination Agreement by unanimous consent resolutions executed on September 23;

WHEREAS, GraniteOne is required to approve as a party to the Combination Agreement and is required to approve the actions taken by Boards of Trustees of CMC, MCH and HH through its reserved powers to approve any merger, consolidation or joint venture;

WHEREAS, after its discussions, deliberations, due diligence and review of the terms of the proposed Combination, GraniteOne desires to approve the proposed Combination and the Combination Agreement and approve the actions of its member hospitals.

NOW THEREFORE, the Board of Trustees hereby adopts the following resolutions:

RESOLVED: That the Proposed Combination by and among D-HH, GraniteOne, CMCHS, CMC, the CMCHS Subsidiaries, HH and MCH is in the best interest of GraniteOne and is in furtherance of GraniteOne and the GraniteOne Hospitals' respective charitable missions.

RESOLVED: That the Combination Agreement, substantially in the form presented to the Board of Trustees for review and approval be, and hereby is, approved and accepted.

RESOLVED: That the CMC, MCH and HH Boards of Trustees' approval of the Proposed Combination and Combination Agreement be, and hereby is, approved and accepted.

RESOLVED: That GraniteOne is hereby directed to promptly commence the preparation and filing of all regulatory notices and applications required by law, and the fulfillment of any condition to the Combination Agreement within GraniteOne's control.

RESOLVED: That each of the Chairperson of the Board of Trustees and the President and CEO of GraniteOne, acting on behalf of GraniteOne, is hereby authorized to execute and deliver the Combination Agreement, regulatory filings, and such other documentation, and make such actions, as are necessary or desirable, in his sole discretion, to effect the foregoing resolutions.

RESOLVED: That a copy of these resolutions be entered with the minutes and corporate records of GraniteOne.