

CERTIFICATE OF SECRETARY
OF
CATHOLIC MEDICAL CENTER

I, Matthew Kfoury, do hereby certify that I am the duly elected Secretary of Catholic Medical Center, a New Hampshire voluntary corporation ("CMC"). I further certify that attached hereto as Exhibit A and incorporated herein by reference is a true and complete copy of the resolutions included in the minutes of a meeting of the Board of Directors of CMC held on September 23, 2019 (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 CMC, Monadnock Community Hospital and Huggins Hospital (the "Combination"). The Resolutions are still in full force and effect and have not been modified or repealed.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 CMC this 30th day of December, 2019.

CATHOLIC MEDICAL CENTER ("CMC")


By 
Matthew Kfoury, its duly
authorized Secretary

Exhibit A

RESOLUTIONS
FROM A MEETING
OF THE
BOARD OF TRUSTEES
OF
CATHOLIC MEDICAL CENTER

September 23, 2019

Proposed Combination and 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”), share a common commitment to delivering high quality, cost-effective health care to the communities of New Hampshire and Vermont, and to improving the health of those populations 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, health care 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;

WHEREAS, the Parties have negotiated over a period of time and are in substantial agreement on 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 has 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 its hospitals and the communities served by GraniteOne and its hospitals, including by ensuring that the assets of the GraniteOne members will continue to be devoted to providing high-quality health care to those communities;

WHEREAS, CMC conducted various public information sessions, which included discussions with public leaders, stakeholders and employees, to receive public input, which has informed the Board of Trustees' deliberations of the Proposed Combination;

WHEREAS, CMC has worked collaboratively with the National Catholic Bioethics Center to ensure that the Proposed Combination is consistent with and preserves CMC's Catholic identity and ensures CMC's continued adherence to moral Catholic teaching, the Ethical and Religious Directives for Catholic Health Care Services (the "ERDs"), as well as with Canonist Father Francis Morrissey to ensure CMC's continued compliance with the 1983 Code of Canon Law;

WHEREAS, the Board further acknowledges that before the Proposed Combination can be finalized and implemented, certain conditions must be fulfilled and approvals obtained, including, but not limited to, the following: (i) continued due diligence review of the Proposed Combination and the Board's acceptance of the findings to occur prior to the implementation of the Proposed Combination; (ii) approval by the CMC co-members, CMC Healthcare System ("CMCHS") and GraniteOne; (iii) the issuance of a nihil obstat by the Roman Catholic Bishop of the Diocese of Manchester; and (iv) approval by appropriate regulatory bodies including, but not limited to, the State of New Hampshire pursuant to RSA 7:19-b, the State of New Hampshire Antitrust Bureau and the Federal Trade Commission (the "FTC") (collectively referred to as "Conditions and Approvals"); and

WHEREAS, the CMC Board of Trustees desire to approve the Combination Agreement and commence any necessary regulatory filings.

NOW THEREFORE, the Board of Trustees of CMC 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 CMC and in furtherance of its charitable mission.

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 CMC 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 CMC's control.

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

RESOLVED: That the Officers and Trustees of CMC are hereby authorized and directed to take all actions and to execute all documents, certificates, and resolutions that they may deem necessary or appropriate in order to effectuate the foregoing resolutions.

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