

**CERTIFICATE OF CLERK
OF
MONADNOCK COMMUNITY HOSPITAL**

I, James M. Callahan, do hereby certify that I am the duly elected Clerk of Monadnock Community Hospital, a New Hampshire voluntary corporation ("MCH"). 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 Trustees of MCH held on September 25, 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 MCH, Catholic Medical Center 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 The Resolutions are still in full force and effect and have not been modified or repealed.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 Clerk of MCH this 10 day of December, 2019.

MONADNOCK COMMUNITY HOSPITAL ("MCH")

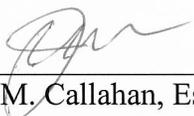
By: 
James M. Callahan, Esquire, its duly
authorized Clerk

Exhibit A

[ATTACH RESOLUTIONS FROM THE MINUTES OF THE BOARD OF TRUSTEES OF
MONADNOCK COMMUNITY HOSPITAL ON SEPTEMBER 25, 2019]

PROPOSED RESOLUTIONS
FOR A MEETING
OF THE
BOARD OF TRUSTEES
OF
MONADNOCK COMMUNITY HOSPITAL
September 25, 2019

PROPOSED MOTION: To accept the following resolutions as presented (or as amended, if applicable):

WHEREAS, Dartmouth-Hitchcock Health (“D-HH”), GraniteOne Health (“GraniteOne”) and each of the respective members within GraniteOne, including, Catholic Medical Center (“CMC”), Huggins Hospital (“HH”), and Monadnock Community Hospital (the “Hospital”) (collectively, the “Parties”), share a common commitment to delivering high quality, cost-effective health care to the communities they serve, 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, including all of their member organizations, 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 Board has concluded it is in the best interests of the Hospital and the community it serves to be part of a larger healthcare system that has a commitment to and record of supporting the providers of rural healthcare in New Hampshire, and specifically critical access hospitals and that D-HH has demonstrated this commitment by its past actions;

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 of the Parties;

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”). In addition, during the same negotiation period, with the assistance of legal counsel and health industry and financial advisors, GraniteOne, for itself and its member hospitals including the Hospital, 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, the Hospital conducted various 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, 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; and (ii) 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 Hospital Board of Trustees desires to approve the Combination Agreement and commence any necessary regulatory filings.

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

Proposed Combination and Combination Agreement

RESOLVED: That the Proposed Combination by and among D-HH, GraniteOne, CMCHS, CMC, the CMCHS Subsidiaries, HH, and the Hospital is in the best interest of the Hospital 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.

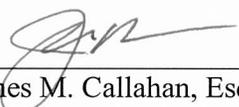
RESOLVED: That the Hospital promptly commence the preparation and filing of all regulatory notices and applications required by law, and the fulfillment of any condition to the Combination Agreement within the Hospital's control.

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

RESOLVED: That the Officers and Trustees of the Hospital 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 the Hospital.

I hereby certify that these resolutions are true and correct, and have not been amended or modified as of this date, September 25, 2019.



James M. Callahan, Esq., Clerk