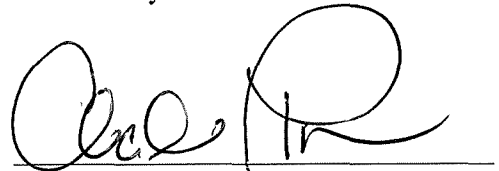


DARTMOUTH-HITCHCOCK HEALTH
SECRETARY'S CERTIFICATE

I, Charles G. Plimpton, am the duly elected, qualified and acting Secretary of Dartmouth-Hitchcock Health, a New Hampshire voluntary corporation (the "Company"). I hereby certify that the attached is a true and correct copy of the resolutions adopted at a meeting of the Board of Trustees of the Company on September 30, 2019, which resolutions have not been in any way amended, modified, revoked or rescinded since their adoption and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate this 12th day of December, 2019.



Charles G. Plimpton, Secretary

**DARTMOUTH-HITCHCOCK HEALTH
BOARD OF TRUSTEES**

**Resolutions
September 30, 2019**

*Approving and Authorizing Execution of Agreement to Combine
the Dartmouth-Hitchcock Health and GraniteOne Health Systems*

WHEREAS, meeting the growing demand for high quality primary, specialty, ambulatory and inpatient care services, particularly in southern New Hampshire, and developing the necessary clinical infrastructure and inpatient capacity to support those services are key strategic imperatives endorsed by the Dartmouth-Hitchcock Health Board of Trustees (“D-HH Board”);

WHEREAS, at the direction and with the oversight of the D-HH Board, and with the assistance and advice of experienced health care consultants and legal counsel, management explored various options for achieving these strategic imperatives and regularly reported its findings to the D-HH Board for its consideration and assessment,

WHEREAS, after thorough consideration of various options for achieving its strategic goals, the D-HH Board determined that combining the Dartmouth-Hitchcock Health system (“D-HH”) with the GraniteOne Health system (“GOH”), comprised of Catholic Medical Center in Manchester, Monadnock Community Hospital in Peterborough and Huggins Hospital in Wolfeboro, (the “Proposed Combination”), offers the most effective and efficient means for D-HH to meet the growing demand for services, develop necessary clinical infrastructure and inpatient capacity, better serve patients and the communities of southern New Hampshire, and further its charitable purposes and mission as an academic health system;

WHEREAS, in making this determination, the D-HH Board acknowledged the numerous successful and durable clinical collaborations between and among the parties to the Proposed Combination, the compatibility of their charitable purposes, and their shared vision of a New Hampshire-based integrated health care delivery system committed to improving the health and health care of the people and communities they serve;

WHEREAS, cognizant that in-state hospital consolidation and out-of-state competition have dramatically altered New Hampshire’s health care landscape, and the Proposed Combination of D-HH, the state’s only academic health system, and GOH, with its flagship urban community hospital at Catholic Medical Center in Manchester, will offer patients, particularly in southern New Hampshire, a high quality, cost-effective and convenient alternative to out-of-state providers;

WHEREAS, on January 23, 2019, the D-HH Board approved the terms of a non-binding Letter of Intent (the “LOI”) to pursue the Proposed Combination and authorized management to continue discussions, conduct due diligence, and negotiate the terms of a more definitive agreement;

WHEREAS, following months of negotiation and due diligence, during which D-HH and GOH held several community listening sessions offering patients, residents, and stakeholders an opportunity to comment on the Proposed Combination in order to further inform their respective Boards’ deliberations, the parties to the Proposed Combination, with the assistance of their respective legal counsel and health care consultants, have finalized the terms of a definitive, binding Combination Agreement (the “CA”),

WHEREAS, the express purposes of the CA are to establish a New-Hampshire-based, integrated and regionally distributed health care delivery system, improve access to services across the continuum of care, enhance the quality of health care and the patient experience, address critical workforce needs, reinforce the

fraying rural health care delivery network, advance population health initiatives, utilize the resources of the Proposed Combination to enhance value by gaining efficiencies and cost savings in health care delivery, and promote the financial sustainability of its members,

WHEREAS, with the assistance of legal counsel and financial and health care consultants, D-HH has conducted substantial due diligence on GOH, its members and their subsidiaries, and the D-HH Board is satisfied that no material issue presently exists to prevent the parties from consummating the Proposed Combination transaction, pursuing its purposes, and realizing its benefits for patients;

WHEREAS, the D-HH Board has determined that the Proposed Combination is in the best interest of D-HH and each of the D-HH system members (May Hitchcock Memorial Hospital, Dartmouth-Hitchcock Clinic, New London Hospital, Cheshire Medical Center, Mt Ascutney Hospital and Health Center, Alice Peck Day Memorial Hospital, and Visiting Nurse Association and Hospice for Vermont and New Hampshire), and will further their charitable purposes and help to meet the needs of the communities they serve;

WHEREAS, the D-HH Board desires to approve the CA, authorize its execution, and authorize management to continue due diligence and seek the necessary regulatory approvals to consummate the Proposed Combination;

NOW THEREFORE, IN FURTHERANCE of the above, the Dartmouth-Hitchcock Health Board of Trustees hereby adopts the following resolutions:

RESOLVED: That the Proposed Combination as described and set forth in the CA offers the most effective and efficient means for D-HH to achieve its strategic goals of meeting the growing demand for high quality primary, specialty, ambulatory and inpatient care services, particularly in southern New Hampshire, and developing the necessary clinical infrastructure and inpatient capacity to support those services, all of which will enhance D-HH's mission as an academic health system.

RESOLVED: That the Proposed Combination as described and set forth in the CA is in the best interest of D-HH and each of the D-HH system members, will further their charitable purposes, and help to meet the needs of the communities they serve

RESOLVED To APPROVE the CA in the form presented to the D-HH Board, AUTHORIZE Joanne M Conroy, MD, CEO and President of D-HH to execute and deliver the CA on behalf of D-HH, AUTHORIZE senior management to complete due diligence and report final results to the D-HH Board, AUTHORIZE senior management to seek the necessary regulatory approvals in order to consummate the Proposed Combination, and AUTHORIZE senior management to close the transaction consistent with the terms of the CA, including satisfaction of all closing conditions and completion of due diligence.

RESOLVED: That D-HH and its Officers and Trustees are hereby authorized to take any and all actions and execute any and all documents necessary to effect the foregoing resolutions.