

CONSENT RESOLUTIONS
OF THE
BOARD OF GOVERNORS
OF
CMC HEALTHCARE SYSTEM

The undersigned, being all of the members of the Board of Governors of CMC Healthcare System (hereinafter "CMCHS"), a voluntary corporation duly incorporated in the State of New Hampshire pursuant to the New Hampshire Voluntary Corporations and Associations Act, RSA § 292 *et seq.* (the "Act"), do hereby consent to the adoption of the following resolutions and hereby direct that this written consent be filed with the minutes of the proceeding of the Board of Governors of the CMCHS:

WHEREAS, CMCHS is the co-member, along with GraniteOne Health ("GraniteOne"), of Catholic Medical Center ("CMC") with certain reserved powers of approval over certain actions of the Board of Trustees of CMC, including, but not limited to, the approval of CMC to enter into any merger, consolidation or joint venture as set forth in Article III, Section 2(a)(iii) of the CMC Bylaws, as amended and restated from time to time;

WHEREAS, Dartmouth-Hitchcock Health ("D-HH") and GraniteOne and each of the respective members within GraniteOne, including, 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 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 informed the Bishop’s Delegate of his position;

WHEREAS, at a meeting of the Board of Trustees of CMC on September 23, 2019 at approximately 3:15 PM, the Board unanimously approved the proposed Combination and the Combination Agreement substantially in the form as presented and authorized CMC to continue with the regulatory review process and continued satisfaction of the Conditions and Approvals (as defined in the Combination Agreement); and

WHEREAS, the CMC Board of Trustees has presented its approval to the CMCHS Board of Governors and has requested that the CMCHS consider approval of the proposed Combination and the Combination Agreement as presented.

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

RESOLVED: That the CMC Board of Trustees approval of the Proposed Combination by and among D-HH, GraniteOne, CMCHS, CMC, the CMCHS Subsidiaries, HH and MCH and the Combination Agreement, substantially in the form presented to the Board of Governors for review and approval be, and hereby is, approved and accepted.

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

Notice of and all other formalities in connection with these Consent Resolutions and the actions taken herein are hereby waived. These consent resolutions may be executed in one or more counterparts, and by facsimile, and each copy, so when executed, shall be deemed to be an original.

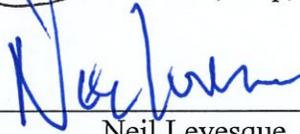
Dated this 23rd day of September, 2019.



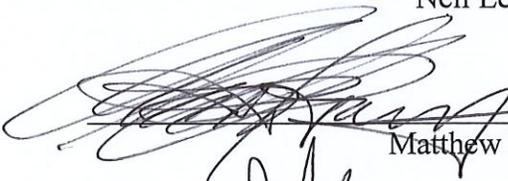
Derek McDonald, Governor



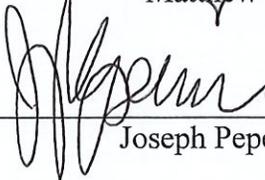
John G. Cronin, Esq., Governor



Neil Levesque, Governor



Matthew Kfoury, Governor



Joseph Pepe, M.D., Governor