

**CONSENT RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
ALLIANCE AMBULATORY SERVICES**

The undersigned, being all of the members of the Board of Directors of Alliance Ambulatory Services (hereinafter "AAS"), 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 Directors of the AAS:

WHEREAS, Dartmouth-Hitchcock Health ("D-HH") and GraniteOne Health ("GraniteOne") and each of the respective members within GraniteOne, including, Catholic Medical Center ("CMC"), certain CMCHS Subsidiaries including AAS, Monadnock Community Hospital ("MCH") and Huggins Hospital ("HH") (D-HH, CMC, CMCHS Subsidiaries, MCH and HH are collectively referred to herein as the "Parties" and CMC, CMCHS Subsidiaries, MCH and HH are also referred to herein as the "GraniteOne Hospitals"), share a common commitment to delivering high quality, cost-effective health care to the communities of New Hampshire and Vermont, 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 place;

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 the GraniteOne Hospitals, including by ensuring that the assets of the GraniteOne Hospitals will continue to be devoted to providing high-quality health care to those communities;

WHEREAS, the Parties conducted various public information sessions, which included discussions with public leaders, stakeholders and employees, to receive public input, which has informed Board 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; (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 AAS Board desire to approve the Combination Agreement and commence any necessary regulatory filings.

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

RESOLVED: That the Proposed Combination by and among D-HH, GraniteOne, CMCHS, CMC, the CMCHS Subsidiaries including AAS, 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 for review and approval be, and hereby is, approved and accepted.

RESOLVED: That AAS 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 AAS's control.

RESOLVED: That each of the Chairperson of the Board of Trustees and the President and CEO of AAS, acting on behalf of AAS, 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.

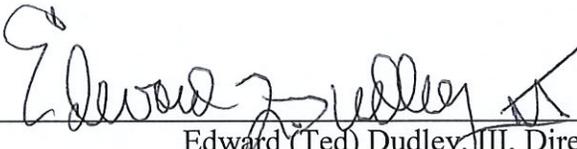
RESOLVED: That a copy of these resolutions be entered with the minutes and corporate records of AAS.

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 30th day of September, 2019.



William B. Clutterbuck, M.D., Director



Edward (Ted) Dudley, III, Director



Alexander J. Walker, Jr., Director



Joseph Pepe, M.D., Director



William Goodman, M.D., Director