

**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 Directors of CMCHS Subsidiaries, Alliance Health Services ("AHS"), Alliance Ambulatory Services ("AAS") and Catholic Medical Center Physician Practice Associates ("CMCPPA"), including, but not limited to, the approval of CMCHS Subsidiaries to enter into any merger, consolidation or joint venture;

WHEREAS, CMCHS Subsidiaries AHS, AAS and CMCPPA have approved the proposed Combination of Dartmouth-Hitchcock Health ("D-HH") and GraniteOne and each of the respective members within GraniteOne, including, Catholic Medical Center, Monadnock Community Hospital ("MCH") and Huggins Hospital ("HH") (D-HH, GraniteOne, CMC, MCH and HH collectively referred to as the "Parties") and have approved the Combination Agreement; and

WHEREAS, CMC Subsidiaries AHS, AAS and CMCPPA have requested CMCHS' approval of these actions.

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

RESOLVED: That the respective AHS, AAS and CMCPPA Boards of Directors' 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.

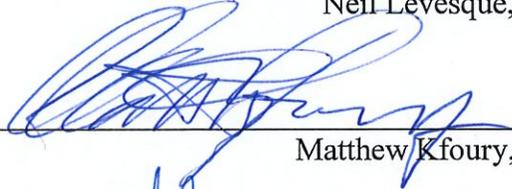
Notice of and all other formalities in connection with these Consent Resolutions and the actions taken herein are hereby waived. These consent resolutions may be executed in one or more counterparts, and by facsimile, and each copy, so when executed, shall be deemed to be an original.

Dated this 30<sup>th</sup> day of September, 2019.

  
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Derek McDonald, Governor

  
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John G. Cronin, Esq., Governor

  
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Neil Levesque, Governor

  
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Matthew Kfoury, Governor

  
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Joseph Pepe, M.D., Governor