

CATHOLIC MEDICAL CENTER PHYSICIAN PRACTICE ASSOCIATES

BOARD OF TRUSTEES

RSA 7:19-B(II) Standards Certification

On behalf of the members of the Board of Trustees (the "Board") of Catholic Medical Center Physician Practice Associates ("CMCPPA") listed below, I, Louis I. Fink, M.D., as Chair of the Board, hereby certify to the New Hampshire Director of Charitable Trusts that in approving the terms of the Combination Agreement (the "Proposed Combination") by and among Dartmouth-Hitchcock Health ("D-HH"), GraniteOne Health ("GraniteOne") CMC Healthcare System ("CMCHS"), Catholic Medical Center ("CMC"), Alliance Ambulatory Services ("AAS"), Alliance Health Services ("AHS"), CMCPPA, Huggins Hospital ("HH") and Monadnock Community Hospital ("MCH"), we have considered in good faith and complied with all of the requirements of New Hampshire RSA 7:19-b (II) as follows:

1. The Board has determined, upon advice of legal counsel to CMCPPA and GraniteOne and based on representations by legal counsel that the Proposed Combination is permitted by applicable law, including, but not limited to, RSA 7:19-32, RSA 292, and other applicable statutes and common law including canon law.
2. Due diligence has been exercised in structuring the Proposed Combination and in identifying D-HH as the health care charitable trust which will control the entity serving as the common parent of the parties, in engaging and considering the advice of expert assistance, in negotiating the terms and conditions of the Proposed Combination, and in determining that the Proposed Combination is in the best interest of CMCPPA and the communities which it serves.
3. Any conflict of interest, or any pecuniary benefit transaction as defined in RSA Chapter 7, has been disclosed and has not affected the decision to enter into the Proposed Combination.
4. No proceeds or other consideration will be paid or received in connection with the Proposed Combination.
5. The assets of CMCPPA will continue to be devoted to charitable purposes consistent with the charitable objects and missions of CMCPPA and the needs of the communities which it serves.
6. Each of the parties to this Proposed Combination is a New Hampshire health care charitable trust.

7. Reasonable notice of the Proposed Combination and its terms has been provided to the communities served by CMC PPA, along with reasonable and timely opportunity for such communities to inform our deliberations regarding the Proposed Combination, and we have considered carefully all public testimony and input during our deliberations to approve the Proposed Combination.

8. The following are all currently qualified and elected Trustees of CMCPA:

Louis I. Fink, MD, *Chair*
Joseph Pepe, MD, *President & CEO, Vice Chair, Ex-Officio*
Carolyn Claussen, MD, *Secretary / Treasurer*
Edward (Ted) Dudley
Patricia Furey, MD
Maria C. Mongan

Dated as of this 28 day of December, 2019.

CATHOLIC MEDICAL CENTER PHYSICIAN PRACTICE ASSOCIATES

By: 

Louis I. Fink, M.D., Chair