

## **APPENDIX M**

### **Home Health & Hospice Care Board of Directors' Adopted Resolutions dated June 1, 2021**

**Home Health and Hospice Care Board Resolutions for Approval of  
SolutionHealth Combination Agreement and to Effect Transactions**

**RESOLUTIONS**

**WHEREAS**, the chief executive officers, Boards of Directors, and other representatives of Home Health and Hospice Care (the "Corporation") and SolutionHealth have worked collaboratively for months to examine the advantages and disadvantages of the Corporation becoming a member of SolutionHealth's post-acute care division; and

**WHEREAS**, after extensive examination and analysis, the Corporation and SolutionHealth have determined that their respective historic charitable missions and the communities they serve will benefit from integrating the Corporation into SolutionHealth's regional, community-based healthcare delivery network, wherein the Corporation will play a pivotal role in the further development and enhancement of SolutionHealth network's pre and post-acute care hospital services including, but not limited to, coordinated, aligned and cost effective palliative, home care, and hospice care programs for patients across Southern New Hampshire; and

**WHEREAS**, with the assistance of legal counsel and financial advisors, the Corporation has conducted preliminary due diligence, which remains ongoing, of SolutionHealth, the results of which have been presented and are satisfactory to the Board of Directors; and

**WHEREAS**, as a result of this diligence, and with the assistance of legal counsel, the Corporation has negotiated the terms and conditions of a combination agreement with SolutionHealth (the "Combination Agreement") under which SolutionHealth will become the sole member of the Corporation through which the parties will operate under a shared decision-making model; and

**WHEREAS**, through the Combination Agreement, SolutionHealth will provide certain shared administrative, financial and technological services to the Corporation to support the financial and operational needs of the Corporation in light of the increased regulatory and economic pressures facing home health and hospice providers; and

**WHEREAS**, the Corporation and SolutionHealth have held an informational session to inform the public about the nature of the proposed transaction, and have conducted extensive outreach to key stakeholders to solicit feedback on the proposed transaction, which has informed the Corporation's deliberations and negotiations; and

**WHEREAS**, the Corporation's Board of Directors desires to approve the Combination Agreement and submit the necessary regulatory filings to the Charitable Trusts Unit of the New Hampshire Attorney General's Office upon receipt of reciprocal approval from SolutionHealth's Board of Trustees;

**THEREFORE**, the Board of Directors of the Corporation adopts the following resolutions:

**VOTED:** That a combination with SolutionHealth in accordance with the terms of the Combination Agreement is in the best interest of the Corporation and in furtherance of its charitable mission including, without limitation, the promotion of access to quality and affordable home health and hospice care services; and

**FURTHER**

**VOTED:** That the Combination Agreement in the form presented to the Board of Directors is approved and accepted subject to the right of the Board of Directors to reconsider should SolutionHealth's Disclosure Schedule or ongoing due diligence review present any issues of concern; and

**FURTHER**

**VOTED:** That the Corporation 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 the Corporation's control; and

**FURTHER**

**VOTED:** That each of the Chair of the Board of Directors and the President and CEO of the Corporation, acting individually on behalf of the Corporation, is authorized to execute and deliver the Combination Agreement, regulatory filings, and such other documentation, and take such actions, as are necessary or desirable, in his or her sole discretion, to affect the foregoing resolutions.

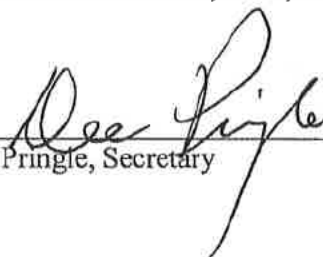
**Kenneth Bridgewater made a motion to approve the foregoing resolutions, which was seconded by Jolie Blauvelt. Elizabeth Cote, Board Chair, then conducted a roll call for two votes on the resolution:**

Votes	Have your read the resolutions?	How do you vote on the resolutions?
Elizabeth Cote	Yes	In Favor
Scott Flegal	Yes	In Favor
Dee Pringle	Yes	In Favor
Rolf Goodwin	Yes	In Favor
Sue Berube	Yes	In Favor
Jolie Blauvelt	Yes	In Favor
Kenneth Bridgewater	Yes	In Favor
Pat Brunini	Not present	
Peter Chaloner	Yes	In Favor
Dave Christiansen	Not present	
Marcia Donaldson	Yes	In Favor

Eileen Beckhardt Freedman	Yes	In Favor
John Getts	Yes	In Favor
Jeanine Kilgallen	Yes	In Favor
Lisa Law	Yes	In Favor
Linda Robinson	Not present	
Sandy Rodgers	Yes	In Favor
Scott Toothaker	Yes	In Favor
John Truslow	Yes	In Favor
Stephanie Wolf-Rosenblum	Yes	Abstain
Jennifer Leonard Yeomans	Yes	In Favor

### CERTIFICATION

I certify that the foregoing resolutions were adopted at a meeting of the Board of Directors of Home Health and Hospice Care held on June 1, 2021, at which a quorum was present.

  
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 Dee Pringle, Secretary