

**CERTIFICATION OF THE BOARDS OF TRUSTEES
OF EXETER HOSPITAL, INC. AND EXETER HEALTH RESOURCES, INC.
REGARDING GOOD FAITH COMPLIANCE WITH NH RSA 7:19-b, II**

Pursuant to the provisions of RSA 7:19-b, II and III, the undersigned Chair of the Boards of Trustees of Exeter Hospital, Inc. ("EH"), and Exeter Health Resources, Inc. ("EHR"), the parent organization and sole member of EH, certifies on behalf of the Boards of Trustees of EH and EHR (the "Boards") in connection with the proposed affiliation with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") (the "Transaction"), that the Boards have considered in good faith and complied with the standards set forth in New Hampshire RSA 7:19-b, II as follows:

- a) The Transaction is Permitted by Applicable Law. The Boards have determined, upon advice of legal counsel experienced in New Hampshire charitable organizations, health care regulations, antitrust, and tax-exempt regulations, that the proposed Transaction is permitted by all applicable law, including New Hampshire RSA 7:19-32, RSA 292, and Public Law 238:1-12 (1981); 141:1-6 (1987); 177:1 (1989).
- b) Due Diligence has been Exercised. The Boards have conducted thorough and appropriate due diligence in its determination to enter into the Transaction with MGH and WDH, in engaging and considering the advice of expert assistance, in negotiating the terms and conditions of the proposed Transaction, and in determining that the Transaction is in the best interest of EHR, EH and the communities which they serves.
- c) Conflicts of Interest and Pecuniary Benefits. Any conflict of interest, or any pecuniary benefit transaction as defined in RSA Chapter 7, have been disclosed and have not affected the decision to enter into the Transaction. Each Board member has confirmed that all conflicts of interest or pecuniary benefit transactions have been disclosed and have not affected the decision to enter into this Transaction.
- d) Proceeds from Transaction. No proceeds or other consideration will be paid or received in connection with the Transaction.

- e) The Assets of EH and EHR. After consummation of the Transaction, the assets of EH and EHR will continue to be devoted to EH's and EHR's charitable objects and the needs of the communities which they serve.
- f) Control of Proceeds. The other parties to this Transaction, include MGH, which is a Massachusetts not-for-profit organization with tax exempt status within the meaning of the Internal Revenue Code, 26.U.S. Code §501(c)(3), and WDH, which is a New Hampshire not-for-profit organization with tax exempt status within the meaning of the Internal Revenue Code, 26.U.S. Code §501(c)(3). There are no proceeds or other consideration paid or received in connection with the Transaction.
- g) Public Notice. Reasonable public notice of the proposed Transaction and its terms has been provided to the communities served by EH and EHR along with a reasonable and timely opportunity for such communities, through public hearings or other similar methods, to inform our deliberations regarding the proposed Transaction.

Dated this 29 day of MARCH, 2019



William Schleyer, Chair of the Boards of Trustees
Of Exeter Hospital, Inc. and Exeter Health Resources, Inc.

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Amy Case, being an Officer and/or Trustee of Exeter Health Resources, Inc. ("EHR") and of Exeter Hospital, Inc. ("EH"), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") for the affiliation of EHR, MGH, and WDH ("Transaction Agreement") pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the "Transaction"), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

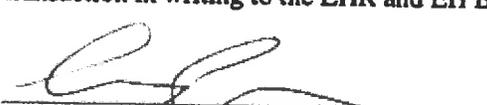
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees ("EHR Board") and the EH Board of Trustees ("EH Board") must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;" and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Amy Case, Trustee
EHR and EH

Date

1 APR 2019

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Suzanne Foster, being an Officer and/or Trustee of Exeter Health Resources, Inc. ("EHR") and of Exeter Hospital, Inc. ("EH"), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") for the affiliation of EHR, MGH, and WDH ("Transaction Agreement") pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the "Transaction"), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

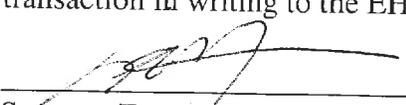
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees ("EHR Board") and the EH Board of Trustees ("EH Board") must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;" and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Suzanne Foster, Trustee
EHR and EH

3-29-19

Date

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Sally Ward, being an Officer and/or Trustee of Exeter Health Resources, Inc. ("EHR") and of Exeter Hospital, Inc. ("EH"), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") for the affiliation of EHR, MGH, and WDH ("Transaction Agreement") pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the "Transaction"), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

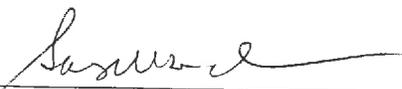
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees ("EHR Board") and the EH Board of Trustees ("EH Board) must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;" and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Sally Ward, Trustee
EHR and EH

3/29/19

Date

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Susan DesJardins, being an Officer and/or Trustee of Exeter Health Resources, Inc. (“EHR”) and of Exeter Hospital, Inc. (“EH”), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital (“MGH”) and Wentworth-Douglass Hospital (“WDH”) for the affiliation of EHR, MGH, and WDH (“Transaction Agreement”) pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the “Transaction”), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

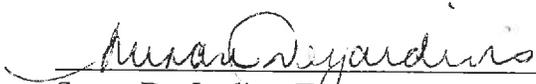
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the “Director”) under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the “Notice”) filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees (“EHR Board”) and the EH Board of Trustees (“EH Board) must certify to the Director in the Notice that “[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;” and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Susan DesJardins, Trustee
EHR and EH

3/29/19

Date

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, David Donsker, MD, being an Officer and/or Trustee of Exeter Health Resources, Inc. ("EHR") and of Exeter Hospital, Inc. ("EH"), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") for the affiliation of EHR, MGH, and WDH ("Transaction Agreement") pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the "Transaction"), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

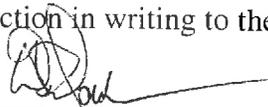
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees ("EHR Board") and the EH Board of Trustees ("EH Board) must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;" and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



David Donsker, MD, Trustee
EHR and EH

3/29/19

Date

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Robert Eberle, being an Officer and/or Trustee of Exeter Health Resources, Inc. ("EHR") and of Exeter Hospital, Inc. ("EH"), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") for the affiliation of EHR, MGH, and WDH ("Transaction Agreement") pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the "Transaction"), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

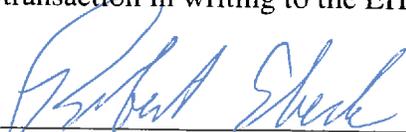
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees ("EHR Board") and the EH Board of Trustees ("EH Board") must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;" and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Robert Eberle, Trustee
EHR and EH

March 27, 2019

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Kevin Callahan, being an Officer and/or Trustee of Exeter Health Resources, Inc. ("EHR") and of Exeter Hospital, Inc. ("EH"), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") for the affiliation of EHR, MGH, and WDH ("Transaction Agreement") pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the "Transaction"), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

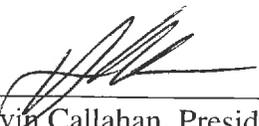
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees ("EHR Board") and the EH Board of Trustees ("EH Board) must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;" and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Kevin Callahan, President of the
Boards of EHR and EH



Date

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

STEPHEN
I, ~~Steven~~ ^{Stephen} Hermans, being an Officer and/or Trustee of Exeter Health Resources, Inc. (“EHR”) and of Exeter Hospital, Inc. (“EH”), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital (“MGH”) and Wentworth-Douglass Hospital (“WDH”) for the affiliation of EHR, MGH, and WDH (“Transaction Agreement”) pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the “Transaction”), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the “Director”) under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the “Notice”) filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees (“EHR Board”) and the EH Board of Trustees (“EH Board”) must certify to the Director in the Notice that “[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;” and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.

STEPHEN

Stephen Hermans, Trustee
EHR and EH

Date

29 March 2019

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, William Schleyer, being an Officer and/or Trustee of Exeter Health Resources, Inc. (“EHR”) and of Exeter Hospital, Inc. (“EH”), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital (“MGH”) and Wentworth-Douglass Hospital (“WDH”) for the affiliation of EHR, MGH, and WDH (“Transaction Agreement”) pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the “Transaction”), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

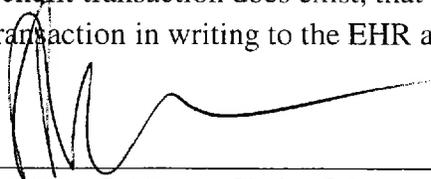
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the “Director”) under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the “Notice”) filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees (“EHR Board”) and the EH Board of Trustees (“EH Board) must certify to the Director in the Notice that “[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;” and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



William Schleyer, Chair of the
Boards of EHR and EH

Date

3/29/19

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Joseph Simeone, being an Officer and/or Trustee of Exeter Health Resources, Inc. (“EHR”) and of Exeter Hospital, Inc. (“EH”), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital (“MGH”) and Wentworth-Douglass Hospital (“WDH”) for the affiliation of EHR, MGH, and WDH (“Transaction Agreement”) pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the “Transaction”), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the “Director”) under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the “Notice”) filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees (“EHR Board”) and the EH Board of Trustees (“EH Board”) must certify to the Director in the Notice that “[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;” and

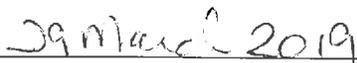
WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Joseph Simeone, Trustee
EHR and EH



Date

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Richard Hollister, MD, being an Officer and/or Trustee of Exeter Health Resources, Inc. ("EHR") and of Exeter Hospital, Inc. ("EH"), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") for the affiliation of EHR, MGH, and WDH ("Transaction Agreement") pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the "Transaction"), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

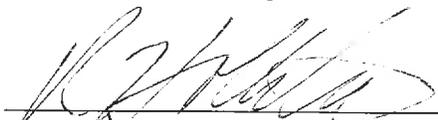
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees ("EHR Board") and the EH Board of Trustees ("EH Board") must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;" and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Richard Hollister, Trustee EHR and EH

3/29/2019
Date

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Kevin O'Leary, being an Officer and/or Trustee of Exeter Health Resources, Inc. ("EHR") and of Exeter Hospital, Inc. ("EH"), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital ("MGH") and Wentworth-Douglass Hospital ("WDH") for the affiliation of EHR, MGH, and WDH ("Transaction Agreement") pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the "Transaction"), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

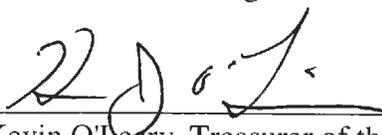
WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees ("EHR Board") and the EH Board of Trustees ("EH Board) must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;" and

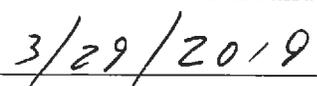
WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Kevin O'Leary, Treasurer of the
Boards of EHR and EH



Date

**Certification of Disclosure of Conflicts of Interest
and Pecuniary Benefit Transactions**

I, Constance D. Sprauer, being an Officer and/or Trustee of Exeter Health Resources, Inc. (“EHR”) and of Exeter Hospital, Inc. (“EH”), a subsidiary of EHR, do hereby certify as follows:

WHEREAS, EHR has entered into an agreement with The Massachusetts General Hospital (“MGH”) and Wentworth-Douglass Hospital (“WDH”) for the affiliation of EHR, MGH, and WDH (“Transaction Agreement”) pursuant to which MGH will create a New Hampshire not-for-profit holding company to become the sole corporate member of each of WDH and EHR (the “Transaction”), subject to and conditioned upon the terms and conditions set forth in the Transaction Agreement; and

WHEREAS, I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the “Director”) under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the “Notice”) filed by WDH and EHR with the Director; and

WHEREAS, I understand that under sections II(b) and III of NH RSA 7:19-b, the EHR Board of Trustees (“EHR Board”) and the EH Board of Trustees (“EH Board”) must certify to the Director in the Notice that “[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in NH RSA 7:19-a.I(c), has been disclosed and has not affected the decision to engage in this transaction;” and

WHEREAS, I understand that in accordance with EHR and EH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the EHR and EH Boards.

NOW THEREFORE:

I hereby certify by my signature below that I do not have a conflict of interest in this Transaction, nor have I engaged in any pecuniary benefit transaction with respect to this Transaction or any transaction, or in the alternative, that if such conflict of interest or pecuniary benefit transaction does exist, that I have properly disclosed said conflict or pecuniary benefit transaction in writing to the EHR and EH Boards.



Constance D. Sprauer, Secretary to the
Boards of EHR and EH



Date