

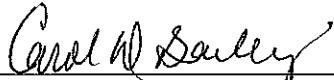
**CERTIFICATION OF THE BOARD OF TRUSTEES  
WENTWORTH-DOUGLASS HOSPITAL  
REGARDING GOOD FAITH COMPLIANCE WITH NH RSA 7:19-b, II**

Pursuant to the provisions of RSA 7:19-b, II and III, the undersigned Chair of the Board of Trustees of Wentworth-Douglass Hospital ("WDH"), certifies on behalf of the Board of Trustees of WDH (the "Board") in connection with the proposed affiliation with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") (the "Transaction"), that the Board has 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 Board has 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 Board has conducted thorough and appropriate due diligence in its determination to enter into the Transaction with MGH and EHR, 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 WDH and the communities which it serves.
- c) Conflicts of Interest and Pecuniary Benefits. 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 Transaction. Each Board member has confirmed that all conflicts of interest or pecuniary benefit transactions have been disclosed and any such conflicts or transactions 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 WDH. After consummation of the Transaction, the assets of WDH will continue to be devoted to WDH's charitable objectives and the needs of the communities which it serves.
- 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 EHR, 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 WDH 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 \_\_\_\_\_ day of \_\_\_\_\_, 2019



Carol Bailey, Chair of the Board of Trustees  
Of Wentworth-Douglass Hospital

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

I, Carol Bailey, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

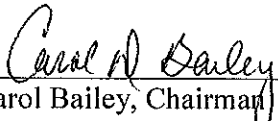
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

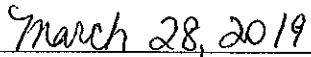
WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH Board") must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in [NH RSA Chapter 7], has been disclosed and has not affected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

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

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 WDH Board.

  
\_\_\_\_\_  
Carol Bailey, Chairman

  
\_\_\_\_\_  
Date

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

I, Michael Bolduc, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition 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 under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Michael Bolduc, Secretary

Date

MARCH 27, 2019

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

I, James Brannen, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

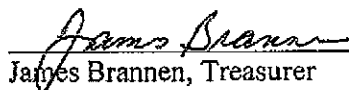
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
James Brannen, Treasurer

MARCH 27, 2019  
Date

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

I, Dr. Marcela del Carmen, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition 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 under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Dr. Marcela del Carmen

03/29/2019  
\_\_\_\_\_  
Date

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

I, Dr. Peter Dirksmeier, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

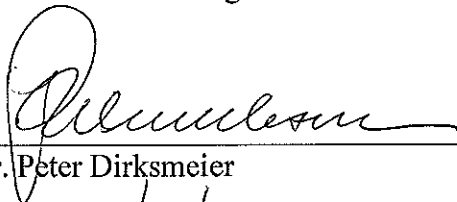
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Dr. Peter Dirksmeier

4/1/19  
\_\_\_\_\_  
Date

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

I, Neil Garvey, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

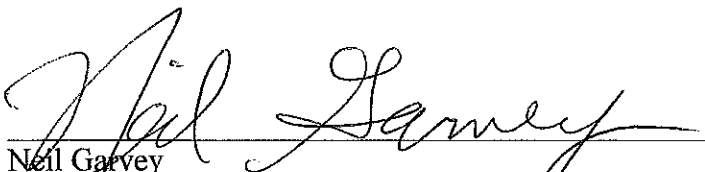
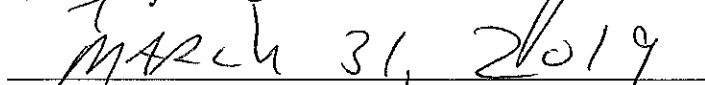
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Neil Garvey  
  
\_\_\_\_\_  
Date



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

I, Roger Hamel, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition 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 under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Roger Hamel

4/11/2019  
\_\_\_\_\_  
Date

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

I, James Heffernan, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

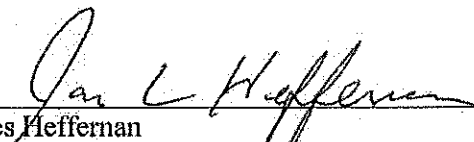
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

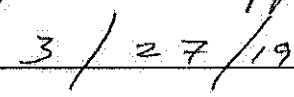
WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH Board") must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in [NH RSA Chapter 7], has been disclosed and has not affected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

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

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 WDH Board.

  
James Heffernan

  
Date

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

I, Dr. Anne Kalter, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

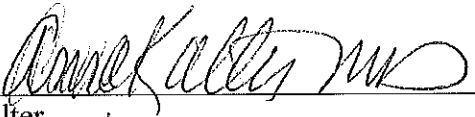
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Dr. Anne Kalter

\_\_\_\_\_  
Date

3/31/19

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

I, Tony James, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

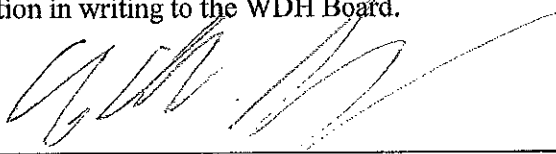
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Tony James

3.27.19  
\_\_\_\_\_  
Date

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

I, Anne Jamieson, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition 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 under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Anne Jamieson

4/1/2019  
\_\_\_\_\_  
Date

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

I, Dr. Terri Lally, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

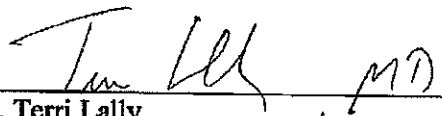
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Dr. Terri Lally

Date

3/28/19  
\_\_\_\_\_  
Date

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

I, Ingo Roemer, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

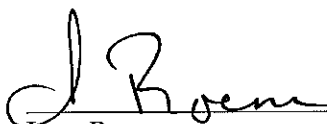
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
Ingo Roemer

3/27/19  
\_\_\_\_\_  
Date

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

I, John Salmon, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition 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 under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

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

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 WDH Board.

  
\_\_\_\_\_  
John Salmon, Vice Chairman

  
\_\_\_\_\_  
Date



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

I, Gregory Walker, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition set forth in the Transaction Agreement; and

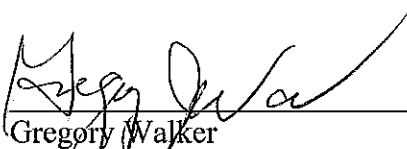
WHEREAS I understand that the Transaction must be reviewed by the New Hampshire Director of Charitable Trusts (the "Director") under the terms of NH RSA 7:19-b pursuant to a notice of the Transaction (the "Notice") filed by WDH and EHR with the Director; and

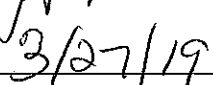
WHEREAS I understand under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH Board") must certify to the Director in the Notice that "[a]ny conflict of interest, or any pecuniary benefit transaction, as defined in [NH RSA Chapter 7], has been disclosed and has not affected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

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

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 WDH Board.

  
\_\_\_\_\_  
Gregory Walker

  
\_\_\_\_\_  
Date

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

I, Dr. Andrew Warshaw, being an Officer and/or Trustee of Wentworth-Douglass Hospital ("WDH"), do hereby certify as follows:

WHEREAS WDH has entered into an agreement with The Massachusetts General Hospital ("MGH") and Exeter Health Resources, Inc. ("EHR") for the affiliation of WDH, MGH, and EHR ("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 condition 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 under sections II(b) and III of NH RSA 7:19-b, the WDH and Board of Trustees ("WDH 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 Chapter 7], has been disclosed and has not affected the decision to engage in this transaction;" and

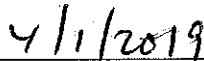
WHEREAS I understand that in accordance with WDH policy, I am required to disclose any conflicts of interest and pecuniary benefit transactions in writing to the WDH Board.

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 WDH Board.



\_\_\_\_\_  
Dr. Andrew Warshaw



\_\_\_\_\_  
Date