

**STATEMENT OF THE MASSACHUSETTS GENERAL HOSPITAL
REGARDING FULFILLMENT OF EXETER HEALTH RESOURCES,
EXETER HOSPITAL AND WENTWORTH-DOUGLASS HOSPITAL
CHARITABLE OBJECTS**

Pursuant to the provisions of New Hampshire RSA 7:19-b, III, The Massachusetts General Hospital (“MGH”) hereby states that in connection with the affiliation of Exeter Health Resources (“EHR”), Exeter Hospital (“EH”), Wentworth-Douglass Hospital (“WDH”) and MGH (the “Transaction”), MGH proposes to continue to fulfill the charitable objects of EHR, EH, and WDH as evidenced in (i) multiple provisions of the Governance Agreement among the Network Parent, EHR, EH, WDH and MGH which will be executed at the closing of the Transaction (the “Governance Agreement”), (ii) the Network Parent Bylaws, and (iii) MGH’s Charter. Specifically:

- Article 1 (Term), Section 1.2 (Long-Term Commitments) of the Governance Agreement requires that certain “Long Term Commitments” set forth in Exhibit A of the Network Parent Bylaws shall survive the term of the Governance Agreement. These commitments include an agreement by MGH to exercise its Reserved Powers over the Network Parent and the Subsidiaries “in a manner that will continue, consistent with past policies and practices, to honor their charitable missions and values and to fulfill the healthcare needs of the communities that each serves, including the poor and underserved residents of those communities.”
- Article II (Joint Vision), Section 2.2 (Guiding Principles) of the Governance Agreement likewise identifies that a key guiding principle of the Network Parent is, among other things, to “support and strengthen the charitable missions of each of WDH, EHR, and the Local Organization Subsidiaries.”
- In Article III (Network Parent Governance), Section 3.1 (Exercise of Reserved Powers) of the Governance Agreement, MGH agrees that it will exercise its “reserved powers” over the Network Parent, EHR and WDH “as a fiduciary and in a manner that will continue, consistent with past policies and practices, to honor Network Parent’s, EHR’s and WDH’s charitable missions and values and to fulfill the healthcare needs of the communities that each serves, including the poor and underserved residents of those communities.”
- Article VIII (Financial Matters) Section 8.2 (Ownership and Use of Charitable Assets of Local Organization) of the Governance Agreement includes a commitment that the assets of EHR, WDH and their Subsidiaries will remain the property of EHR, WDH and their Subsidiaries respectively and shall be devoted to the charitable purposes of each and to serve their communities they have historically served all in accordance with New Hampshire charitable trust laws and regulations and pursuant to the annual operating budgets approved by the Network Parent Board and by MGH (in the exercise of its reserved powers).

- Finally, MGH's Charter provides that MGH has an obligation to assist and support Partners HealthCare System, Inc., the sole corporate member of MGH ("Partners"), and the "Partners Affiliated Organizations" (as defined in Exhibit B which already includes WDH and the WDH Subsidiaries and, following the Transaction, would include EHR and the EHR Subsidiaries) in fulfilling their respective purposes, missions and objectives.

The above-referenced provisions of the Governance Agreement and the Network Bylaws are attached at Exhibit A, and the purpose clause of the MGH Charter is attached at Exhibit B to this Statement.

[Signature on following page]

Dated as of the 1st of May 2019.

THE MASSACHUSETTS GENERAL HOSPITAL

A handwritten signature in black ink, reading "Peter L. Slavin". The signature is written in a cursive, flowing style.

By: _____
Peter L. Slavin, M.D.
Its: President

Exhibit A

The text of referenced Governance Agreement Articles is provided below:

Section 1.2 Long-Term Commitments. Notwithstanding the foregoing, the “**Long-Term Commitments**” of MGH and the rights of the Network Parent, EHR and WDH set forth in the Bylaws of the Network Parent (the “**Network Parent Bylaws**”) shall survive expiration of this Governance Agreement.

Section 2.2 Network Parent Guiding Principles. The Network Parent will manage the operations of the new Seacoast Network and will assume much of the governing responsibilities for WDH, EHR and the Local Organization Subsidiaries with adherence to the following “**Network Parent Guiding Principles**”: (i) to support and strengthen the charitable missions of each of WDH, EHR and the Local Organization Subsidiaries, (ii) to make decisions that align with the shared visions and strategic objectives outlined in this Governance Agreement, (iii) to maximize the value of the Seacoast Network, as a whole, while preserving the unique culture of each provider in the Network, and (iv) to approach any operational changes identified through the process outlined herein at the Local Organizations and the Local Organization Subsidiaries in a transparent, sensitive and comprehensive manner consistent with their charitable missions.

Section 3.1 Exercise of Reserved Powers. Consistent with the vision and values described herein and with New Hampshire laws and regulations, MGH agrees that it will exercise its “reserved powers” as such term is defined in the Network Parent Bylaws over the Network Parent, EHR and WDH as a fiduciary and in a manner that will continue, consistent with past policies and practices, to honor Network Parent’s, EHR’s and WDH’s charitable missions and values and to fulfill the healthcare needs of the communities that each serves, including the poor and underserved residents of those communities.

Section 8.2 Ownership and Use of Charitable Assets of Local Organizations.

8.2.1 The assets of EHR and the EHR Subsidiaries, including without limitation real and personal property, investment fund balances, bequests, board-designated and unrestricted funds and all other assets, that are on the balance sheet of EHR and the EHR Subsidiaries, respectively, as of the Effective Date or that become the property of EHR and the EHR Subsidiaries, respectively, after the Effective Date, shall remain the property of EHR or the applicable EHR Subsidiary. All such assets shall be used and expended exclusively for appropriate charitable purposes of EHR and the EHR Subsidiaries for the benefit of the communities they have historically served in accordance with New Hampshire charitable trust laws and regulations, including NHRSA 7:19-b, and pursuant to the annual operating and capital budgets for EHR and the EHR Subsidiaries approved by the Network Parent Board and by MGH (in the exercise of its reserved powers).

8.2.2 The assets of WDH and the WDH Subsidiaries, including without limitation real and personal property, investment fund balances, bequests, board-designated and unrestricted funds and all other assets, that are on the balance sheet of WDH and the WDH Subsidiaries, respectively, as of the Effective Date or that become the property of WDH and the WDH

Subsidiaries, respectively, after the Effective Date, shall remain the property of WDH or the applicable WDH Subsidiary. All such assets shall be used and expended exclusively for appropriate charitable purposes of WDH and the WDH Subsidiaries and for the benefit of the communities they have historically served in accordance with New Hampshire charitable trust laws and regulations, including NHRSA 7:19-b, and pursuant to the annual operating and capital budgets for WDH and the WDH Subsidiaries approved by the Network Parent Board and by MGH (in the exercise of its reserved powers).

The text of the Network Parent Bylaws, Appendix A Section 1.1, referenced above, is as follows:

Exercise of Reserved Powers.

Consistent with the purposes of the Corporation and with New Hampshire laws and regulations, the Member agrees that it will exercise its Reserved Powers as defined in Section 4.2 of these Bylaws over the Corporation and the Subsidiaries in a manner that will continue, consistent with past policies and practices, to honor their charitable missions and values and to fulfill the healthcare needs of the communities that each serves, including the poor and underserved residents of those communities.

Exhibit B

The 1999 Articles of Amendment to MGH's Charter amends Section 2 of MGH's Charter to provide that MGH's purpose is to engage in the following activities:

(i) To provide, directly or through hospital, physician, charitable, scientific, education, research and other institutions and entities that are controlled directly, through sole corporate membership, stock ownership or otherwise, by the Corporation (collectively, the "Subsidiary Organizations"), hospital, physician and other health care services for all persons and education and research for the prevention, diagnosis, treatment and cure of all forms of human illness; (ii) to improve the health and welfare of all persons; (iii) to operate the Corporation and the Subsidiary Organizations as an integral part of the comprehensive, integrated health care delivery system (the "Partners System") organized and operated by Partners HealthCare System, Inc., a Massachusetts charitable corporation ("Partners"), that includes hospital, physician, charitable, scientific, educational, research and other institutions and entities that are controlled, directly or indirectly, through sole corporate membership, stock ownership or otherwise, by Partners (collectively, the "Partners Affiliated Organizations"); **(iv) to assist and support Partners and the Partners Affiliated Organizations in fulfilling their respective purposes, missions and objectives in a manner consistent with the purposes, missions and objectives of Partners and the Partners System;** and (v) to carry on any other activity that may lawfully be carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws which is exempt under Section 501(c)(3) of the Internal Revenue Code." (Emphasis added).