

Appendix B-5

Secretary Certificate of resolutions adopted at a Meeting of the
Monadnock Community Hospital Board of Trustees on October 26, 2022

MONADNOCK COMMUNITY HOSPITAL

Certificate of Clerk

I, Patricia R. Shuster, do hereby certify that I am the duly elected Clerk of Monadnock Community Hospital, a New Hampshire voluntary corporation ("MCH"). I further certify that attached hereto as Exhibit A and incorporated herein by reference is a true and complete copy of the resolutions included in the minutes of a meeting of the Board of Trustees of MCH on October 26, 2022 (the "Resolutions"), authorizing and approving all matters in connection with the process of dissolving or withdrawing from GraniteOne Health ("GraniteOne"). Excused from the meeting were Board members L. Lewis, L. Shippee, DO, and A. Walker.

I have hereunto set my hand as Clerk of MCH this 3rd day of May 2023.

MONADNOCK COMMUNITY HOSPITAL
("MCH")

By: Patricia R. Shuster
Patricia R. Shuster, its duly authorized Clerk

Exhibit A



RESOLUTION
FOR THE
BOARD OF TRUSTEES
OF
MONADNOCK COMMUNITY HOSPITAL
October 26, 2022

The Board of Trustees adopts the following resolution as presented:

WHEREAS the Hospital pursuant to an Affiliation Agreement dated as of June 29, 2016 (the "Affiliation Agreement") entered into an affiliation known as GraniteOne Health ("GOH") composed of Catholic Medical Center ("CMC"), Huggins Hospital (Huggins") and Monadnock Community Hospital ("MCH");

WHEREAS the GOH affiliation was allowed to proceed by the Director of Charitable Trust of the New Hampshire Department of Justice in a decision dated November 3, 2016;

WHEREAS the GOH was created, and the affiliation became effective on December 30, 2016;

WHEREAS the Affiliation Agreement permitted any of the hospitals to withdraw from GOH without cause at any time during the six-month period after GOH was in existence for two years, which six-month period would have expired on June 30, 2019;

WHEREAS during the first year of GOH's existence, first CMC and subsequently GOH had discussions about combining with Dartmouth-Hitchcock Health ("D-HH") which resulted in the execution of a Combination Agreement (the "Combination Agreement") dated as of September 30, 2019, which became the subject of significant regulatory review by the Director of Charitable Trusts and the Consumer Protection and Antitrust Bureau of the New Hampshire Department of Justice and of the Federal Trade Commission;

WHEREAS the negotiation of the Combination Agreement and the regulatory proceedings about it required expenditure of significant effort and resources by each of the three GOH hospitals and limited their ability to pursue the benefits to all of them that were envisioned from the creation of GOH;

WHEREAS recognizing that the GOH parties would not be in a position to fairly evaluate their involvement in GOH within the June 30, 2019 deadline set in the Affiliation Agreement to elect to withdraw without cause, the GOH hospitals executed the Second Amendment to Affiliation Agreement which extended the deadline to elect to withdraw without cause until November 13, 2022;

WHEREAS the regulatory proceedings concerning the Combination Agreement came to a conclusion on May 13, 2022, when the Director of Charitable Trusts issued his report (the "CHT Objection") on his investigation of the Combination Agreement which objected to the proposed combination on the grounds that the Consumer Protection and Antitrust Bureau of the New Hampshire Department of Justice had determined that the proposed combination would violate applicable antitrust prohibitions, making the proposed combination unlawful;

WHEREAS following the CHT Objection, the Hospital retained [name of consultant] to assist the Board to evaluate the benefits of remaining a part of GOH and other options that might be available to the Hospital either as part of GOH or as an independent hospital;

WHEREAS the Hospital has been informed that the other two GOH hospitals believe it would be in all three hospitals' best interests to amicably dissolve GOH;

WHEREAS the Board has received and reviewed evaluations and findings prepared by the Hospital's Senior Executive Team and the Executive Committee of the Board in conjunction with the Hospital's Consultant and has had the opportunity to ask questions about the evaluations and findings;

WHEREAS the Board intends to give the community the Hospital serves notice of its intent to withdraw from GOH and to hold a public meeting to give the community an opportunity to comment on this issue at a public meeting;

WHEREAS, based on the consultant's report and each Board member's understanding of the Hospital and the community it serves, which have been the subject of Board deliberations, the Board believes it is in the best interests of the Hospital and the community it serves to end its involvement with GOH;

WHEREAS the Hospital shall comply with all applicable laws in the process of dissolving or withdrawing from GOH and shall make all necessary changes to its organizational documents to remove references to or involvement of GOH in the operation or governance of the Hospital.

NOW THEREFORE the Board resolves:

- (1) to authorize and approve the Hospital's participation in the joint effort of the three GOH hospitals to dissolve GOH and
- (2) to authorize the President to take all actions and to execute, file and deliver any and all documents necessary to dissolve GOH and to comply with the undertakings set forth in the WHEREAS provisions of this Resolution;

The Board further resolves, in the event either of the other two GOH hospitals declines or fails to authorize and approve the dissolution of GOH prior to the November 13, 2022 deadline for the Hospital to withdraw from GOH without cause,

- (1) to authorize and approve the Hospital's withdrawal without cause from GOH as permitted by the Affiliation Agreement as amended and
- (2) to authorize the President to take all actions and to execute, file and deliver any and all documents necessary to withdraw from GOH and to comply with the undertakings set forth in the WHEREAS provisions of this Resolution, including without limitation, prior to November 13, 2022, giving notice to GOH and the other two GOH hospitals of the Hospital's intent to withdraw from GOH.