

Appendix B-7

Certificate of Secretary of resolutions adopted at a Meeting of the  
Catholic Medical Center Board of Trustees on October 27, 2022.


# CATHOLIC MEDICAL CENTER

## Certificate of Secretary

I, Matthew Kfoury, do hereby certify that I am the duly elected Secretary of Catholic Medical Center, a New Hampshire voluntary corporation ("CMC"). I further certify that attached hereto as Exhibit A and incorporated herein by references is a true and complete copy of the resolutions included in the minutes of a meeting of the Board of Trustees of CMC on October 27, 2022 (the "resolutions"), authorizing and approving all matters in connection with the process of dissolving or withdrawing from GraniteOne Health ("GraniteOne").

I have hereunto set my hand as Secretary of CMC this 27<sup>th</sup> day of April, 2023.

Catholic Medical Center ("CMC")



By: Matthew Kfoury,  
its duly authorized Secretary

## Exhibit A

### THE BOARD OF TRUSTEES OF CATHOLIC MEDICAL CENTER

October 27, 2022

**Action:** A motion was made to approve the resolution as presented such motion was seconded and approved:

WHEREAS, Monadnock Community Hospital ("MCH"), Huggins Hospital ("HH"), CMC and CMC Healthcare System ("CMCHS") entered into a certain Affiliation Agreement dated June 29, 2016 (the "Agreement") to create under a new tax-exempt corporation known as GraniteOne Health ("GOH") a more integrated healthcare delivery system in which GraniteOne became the single member of MCH, HH and a co-member along with CMCHS, of CMC; and

WHEREAS, Section 13.1 of the Agreement provides each hospital with the right to withdraw from GOH without cause for a period of six (6) months commencing with the completion of twenty-four (24) consecutive months following the Affiliation Date (set forth in the Agreement); and

WHEREAS, due to the decisions to explore a combination with Dartmouth-Hitchcock Health and the negotiation and regulatory approval processes that ensued, the hospitals and GOH extended the time to withdraw without cause by a First and Second Amendment to the Agreement dated June 27, 2019 and May 16, 2022, respectively; and

WHEREAS, the current time period to provide notice of withdrawal is set to expire on November 13, 2022; and

WHEREAS, the Board of Trustees of MCH, HH and CMC performed evaluations of their past, current and future participation in GOH and have determined that while there has been some benefit attained by collaborating within GOH, the system lacked the level of integration necessary to accomplish the kinds of benefits that are necessary to operate as a healthcare system and that at this time, the hospitals lack the resources to make the investments necessary to explore a more fully integrated system;

WHEREAS, for the reasons set forth above, MCH, HH and CMC informed the GOH Board of Trustees that their Boards have discussed their future participation in GOH and have determined that they each intend to take a future vote to withdraw from GOH and that they each have agreed to come to a mutually agreeable plan of withdrawal and dissolution and to collaborate together with all required processes.

NOW, THEREFORE, in consideration of the foregoing, it is hereby resolved by the Board of Trustees of CMC the following:

RESOLVED: Pursuant to Section 13.1 of the Agreement, the Board of Trustees of

CMC have determined that it wishes to withdraw from GOH, that the future withdrawal is hereby approved, and that President and CEO Alexander J. Walker ("Mr. Walker"), is hereby directed to provide written notice of withdrawal to GOH, and MCH and HH pursuant to Section 13.3 of the Agreement on or before November 13, 2022.

RESOLVED: That the Board of Trustees agrees with, and instructs Mr. Walker to work with GOH, MCH and HH to determine a mutually agreeable plan to withdraw and dissolve GOH.

RESOLVED: While the Board intends to withdraw from GOH, the Board further acknowledges that the hospitals all partnered together on various services prior to the affiliation and that it intends to continue collaborating together on most of the initiatives in place and where other opportunities might be present in the future.