

CERTIFICATION OF RESOLUTIONS

I, Golda L. Schohan, the undersigned Secretary/Treasurer and member of the Board of Trustees (the "Board") of LRGHealthcare (the "Company"), a not-for-profit corporation organized under the laws of the State of New Hampshire, do hereby certify that the following is a true and correct copy of the resolutions adopted by the Board of Trustees of the Company in a duly called meeting held on October 14, 2020, and that the said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

WHEREAS, the Company operates two acute care hospitals, affiliated physician practices, and services providing medical and health care to the citizens and residents of Laconia and Franklin, New Hampshire and surrounding counties (the "Service Area");

WHEREAS, the Company and its affiliates have experienced a change in circumstances as a result of a period of financial stress, and the Company and the Board are committed to making financially prudent decisions while allowing the Company and its affiliates to continue to provide services in its health system that contribute to the health and welfare of the Service Area;

WHEREAS, due to ongoing financial challenges, in order to ensure the Company and its affiliates continue to provide high quality care in its Service Area, the Company and its affiliates have solicited interest in a partnership, sale, or other affiliation transaction (collectively, an "Affiliation Transaction") from a number of potential partners;

WHEREAS, the Board has reviewed the financial performance of the Company and its affiliates, the current and long-term liabilities of the Company and its affiliates, has reviewed the materials provided by the management and advisors of the Company and its affiliates regarding the possible need to restructure, and has analyzed the strategic alternatives available to it and the impact of the financial challenges and its ability to continue to operate as a healthcare system that contributes to the health and welfare of the Service Area;

WHEREAS, after due consideration, the Board believes it is desirable and in the best interest of the Company, its direct and indirect subsidiaries, its creditors, employees, stakeholders in the Service Area, its members, and other interested parties, that in the absence of an out-of-court Affiliation Transaction which resolves the debt of the Company and its affiliates, that a voluntary petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the "Chapter 11 Case"), 11 U.S.C. §§101 *et seq.* (the "Bankruptcy Code") for among other reasons in order to effectuate an Affiliation Transaction; it is hereby

RESOLVED, by the unanimous vote of all of its Trustees present and eligible to vote, the Board hereby finds that it is desirable that the President and Chief Executive Officer and Treasurer and any and all other officers of the Company otherwise authorized by the Board be, and each of them hereby are, authorized and empowered, on behalf of and in the name of the Company, to execute, verify and file all such petition, schedules, lists, and other papers or documents under the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the District of New Hampshire at such time as the officers executing the petition on behalf of the Company shall determine, and it is further

RESOLVED, that any and all of the officers of the Company be, and each of them hereby are, authorized, on behalf of and in the name of the Company, to execute, verify and file the petition, schedules, lists and other papers or documents, and to take and perform any and all further actions and steps which they may deem necessary, desirable or proper in connection with the Chapter 11 Case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any and all of the officers of the Company be, and each of them hereby are, authorized and directed, on behalf of and in the name of the Company, to retain the law firm of Nixon Peabody LLP as bankruptcy, reorganization and outside corporate counsel to the Company to represent and assist the Company and its affiliates in carrying out their respective duties under Chapter 11 of the Bankruptcy Code, and to take any and all actions deemed necessary or expedient in order to advance the Company's and its affiliates' rights in connection therewith, and such officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy petition, and to cause to be filed an appropriate application for authority to retain the services of Nixon Peabody LLP; and it is further

RESOLVED, that any and all of the officers of the Company be, and each of them hereby are, authorized and directed, on behalf of and in the name of the Company, to retain Deloitte Transactions and Business Analytics LLP as financial and restructuring advisor and valuation expert to the Company and its affiliates to represent and assist the Company and its affiliates in carrying out their respective duties under Chapter 11 of the Bankruptcy Code, effective as of the date the petition is filed, and in connection therewith, such officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy petition, and to retain and cause to be filed an appropriate application for authority to retain the services of Deloitte Transactions and Business Analytics LLP as financial and restructuring advisor and valuation expert to the Company and its affiliates as of the petition date; and it is further

RESOLVED, that any and all of the officers of the Company be, and each of them hereby are, authorized and directed, on behalf of and in the name of the Company, to retain Kaufman Hall as investment banker and financial advisor to the Company and its affiliates, to represent and assist the Company and its affiliates in carrying out their respective duties under Chapter 11 of the Bankruptcy Code, effective as of the date the petition is filed, and in connection therewith, such officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy petition, and to retain and cause to be filed an appropriate application for authority to retain the services of Kaufman Hall as investment banker and financial advisor as of the petition date; and it is further

RESOLVED, that any and all of the officers of the Company be, and each of them hereby are, authorized and directed, on behalf of and in the name of the Company, to retain Epiq Corporate Restructuring, LLC as claims, noticing, solicitation, and administrative agent to the Company, to represent and assist the Company and its affiliates in carrying out their respective duties under Chapter 11 of the Bankruptcy Code, effective as of the date the petition is filed, and in connection therewith, such officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy petition, and to retain and cause to be filed an appropriate application for authority to retain the services of Epiq Corporate Restructuring, LLC, as claims, noticing and solicitation agent as of the petition date; and it is further

RESOLVED, that the officers, on behalf of the Company be, and each of them hereby are authorized and empowered on behalf of and in the name of the Company, to retain and employ any other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist the Company with the Chapter 11 Case on such terms as are deemed necessary, proper or desirable; and in connection therewith, such officers of the Company and its affiliates are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the bankruptcy petition, and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable, and proper; and it is further

RESOLVED, that the Company and such officers on behalf of the Company are authorized to enter into that certain Asset Purchase Agreement with Concord Hospital, Inc. and its affiliates (the "APA") to be dated as of the petition date and any and all other documents contemplated therein and to prepare and file all necessary documentation, motions and pleadings in the Bankruptcy Case necessary to effectuate a sale of substantially all of the Company's assets under section 363 of the Bankruptcy Code conditioned on and subject to Bankruptcy Court and all necessary and requisite corporate, governmental and regulatory approvals; and it is further

RESOLVED, that any or all of the officers of the Company, each of them acting individually, designated by or directed by any such officers be, and each of them hereby are respectively authorized and empowered to cause the Company as such officers deem appropriate to enter into, execute, deliver, certify, file, record and/or perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and other such documents and take any such actions as are, in their judgment, necessary, proper or desirable to effectuate a successful Chapter 11 Case, including, without limitation, the development, filing and prosecution to confirmation of a Chapter 11 plan and related disclosure statement, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

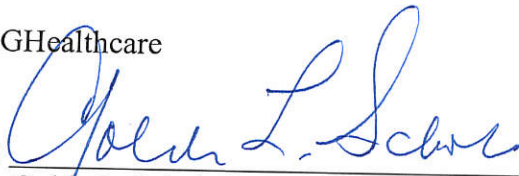
RESOLVED, that any and all past actions heretofore taken by officers of the Company, and the Board, in the name of and on behalf of the Company, in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted.

This Resolution was duly adopted by the Board of the Company effective on October 14, 2020, and will be attached to the written minutes of the Board.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of October, 2020.

LRGHealthcare

By:



Golda L. Schohan