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Thomas J Donovan
Director of Charitable Trusts
Department of Justice
33 Capital Street
Concord, New Hampshire 03301

Diane Murphy Quinlan
Assistant Director of Charitable Trusts
Department of Justice
33 Capital Street
Concord, New Hampshire 03301

Dear Mr. Donovan and Ms. Quinlan:

On behalf of FMH Wind Down Company (f/k/a Frisbie Memorial Hospital) and The Frisbie Foundation (collectively “Frisbie”), I am submitting the following summary of the proposed arrangement between The Frisbie Foundation and the New Hampshire Charitable Foundation (“NHCF”).

Since the sale of the assets of Frisbie Memorial Hospital and its affiliates in March 2020, the Frisbie Boards have been meeting to plan for the future management of the proceeds resulting from the sale as well the other Frisbie assets, which are required to be used for charitable purposes for the benefit of local residents. The Boards have recently approved a plan for The Frisbie Foundation to be renamed the Greater Rochester Community Health Foundation (“GRCHF”), which would have the following purpose:

“To improve the health and well-being and reduce the burden of illness of persons residing in Strafford County, New Hampshire and immediately surrounding communities primarily by awarding grants, making program related investments, and providing other financial assistance to health and social service related programs, organizations and projects benefitting the residents of Strafford County, New Hampshire and immediately surrounding communities in a charitable manner within the meaning of Section 501(c)(3) of the Code.”

The GRCHF would become a supporting organization of the New Hampshire Charitable Foundation (the “NHCF”), which is a statewide community foundation incorporated in 1962 with

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extensive grant-making experience in health and well-being as well as other areas of public interest, and which has been active in Strafford County for decades. A supporting organization is a legal structure under which the GRCHF would remain a separate charitable entity while having access to the grant-making and management expertise of the NHCF.

The Board of Directors of GRCHF would be responsible for the overall management, control and operation of its affairs. The Board would be supported by the staff of the NHCF in accordance with an administrative services agreement between the GRCHF and NHCF. GRCHF would file an annual report with the Charitable Trusts Unit as required by RSA 7:28,II. The GRCHF Board expects to establish a community advisory committee that would assist the Board in the development of its initial grant strategy and priorities as well as periodic updates to such strategy and priorities.

The GRCHF Board of Directors would consist of seven (7) voting directors with a majority elected by NHCF from a slate nominated in accordance with a process set forth in the GRCHF bylaws. Board members must live, work or have a demonstrated connection to Strafford County including individuals involved in education, youth services, local social service organizations, local government, as well as professional or industry representatives and shall be fairly representative of Strafford County's population, including with respect to ethnicity, gender and geography. At least one board member must have specific expertise or experience in health care or public health in New Hampshire.

Although NHCF would be the sole shareholder/member of GRCHF, NHCF would not have the authority to exercise variance power to change unilaterally the charitable purpose of the GRCHF. It is expected that any future change in the purpose of GRCHF would require application to the Charitable Trusts Unit and approval of the Surrogate court.

Attached are the proposed bylaws for the GRCHF. Also attached is a proposed amendment to the articles of agreement for The Frisbie Foundation to change the name of the foundation to the Greater Rochester Community Health Foundation and also update the purpose of the foundation.

We look forward to addressing any questions or comments that you might have regarding the proposed arrangement and related documents.

Respectfully Submitted:



Laurie Cohen

Enclosure