

Exhibit 1

The Parties of the Transaction

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PARTIES TO THE TRANSACTION

A. Catholic Medical Center

CMC is a not-for-profit, 330-bed acute care hospital devoted to providing health services and care in accordance with its Catholic mission and identity.¹ The history of CMC and Catholic healthcare in Manchester is important. The origin of CMC is rooted in the devotion of religious community members wanting to provide healthcare to Manchester's residents. Catholic healthcare in Manchester began in 1858 with the arrival of Mother Mary Gonzaga, one of the original Sisters of Mercy from Dublin, Ireland. Her dream was to establish a hospital sponsored by a religious community, and she accomplished her dream in 1892 with the opening of Sacred Heart Hospital, located in the center of Manchester. At that time, Bishop Brady, Roman Catholic Bishop of the Diocese of Manchester was asked by a reporter "What are the requirements for admission to the new hospital?" His response then was consistent with the mission of CMC today when he stated:

"Requirements? There will be none. None at all – only, or course, that one be sick." He then stated "I would like it understood that no question other than this will ever appear in the workings of the hospital."

Sharing a similar dream was Monsignor Peter Hevey, pastor of St. Mary's Parish, and the Sisters of Charity of St. Hyacinthe. They collaborated to open Notre Dame Hospital on the west side of Manchester in 1894. This location is the current site of CMC.

After decades of providing medical services separately, the two hospitals merged in 1974, forming CMC. With the dedication of a new building in 1978, the hospitals were able to combine resources and medical services, and strengthened the religious community's ability to provide patient care consistent with a Catholic healthcare ministry.

Today, CMC provides medical and surgical care to Manchester and surrounding communities, including various subspecialties, outpatient rehabilitation services, a 24-hour emergency department, outpatient behavioral services, and diagnostic imaging.² CMC manages community programming as well such as the Poisson Dental Facility, the Pregnancy Care Center, the Healthcare for the Homeless Project, and the State's Doorways program. CMC also operates The Mom's Place which includes a state-of-the-art neonatal facility,³ the Women's Wellness & Fertility Center, a mission driven, regional center for excellence in obstetrical, gynecological and surgical care⁴, and the nationally recognized NEHVI, which provides advanced cardiology and

¹ See "History and Mission," <https://www.catholicmedicalcenter.org/about-cmc/history-and-mission>.

² "About CMC," <https://www.catholicmedicalcenter.org/about-cmc>; "Care & Treatment," <https://www.catholicmedicalcenter.org/care-and-treatment>.

³ "Special Care Nursery," <https://www.catholicmedicalcenter.org/locations/special-care-nursery>.

⁴ <https://www.catholicmedicalcenter.org/locations/womens-wellness-fertility-center>.

vascular care.⁵ The current Articles of Agreement and Amended and Restated Bylaws and consolidated financial statements for the year ended September 30, 2023, which includes all affiliates of CMCHS, along with the most recently closed financial quarterly reports for the quarter ending March 31, 2024 are attached as Exhibits 2 – 5. CMC (and the other CMC Parties) are recognized as exempt from taxation pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and it is a public charity pursuant to section 509(a) of the Code. The Internal Revenue Service most recently issued a Determination Letter on November 2, 2023 determining that the subordinate organizations listed in the Official Catholic Directory, including CMC, are recognized as exempt under section 501(c)(3).

B. The Other CMC Parties

AAS owns and operates interests in various ambulatory and urgent care facilities, and CMCPA employs the physicians who provide health care services to patients of CMC and other facilities within CMCHS. Of the 818 practitioners credentialed to provide services at CMC, 269 of them are employed directly by CMCPA or CMC. The current Articles of Agreement and Bylaws for each of the other CMC Parties are at Exhibits 6 - 9.

The other CMC Transaction Parties to the Purchase Agreement are not healthcare charitable trust organizations, but rather are real estate holding companies. Alliance Resources, Inc. (“Alliance Resources”) is a non-profit real estate holding company that owns parcels of land for the benefit of CMC. Alliance Enterprises, Inc. (“Alliance Enterprises”) is a for-profit entity which owns the interests in McGregor Street Office Building, LLC (“McGregor Street MOB”), which owns properties across from the hospital campus for the benefit of CMC. The CMC Parties, together with Alliance Resources, Alliance Enterprises and McGregor Street MOB are all of the CMC Transaction Parties.

C. CMC Healthcare System

While not a party to the Transaction, as the parent entity of each of the CMC Transaction Parties, its role in the Transaction is paramount. Being part of a Catholic affiliated healthcare system, each of the CMC Transaction Parties are direct or indirect subsidiaries of CMCHS, which is the corporate mechanism by which the Bishop oversees CMC to ensure its implementation of, and adherence with, the ERDs. The Bishop and CMCHS have reserved approval powers of the actions of the Board of Trustees of CMC. The role of CMCHS after the Transaction will continue to oversee the wind-down company responsible for the management of assets and liabilities not acquired or assumed by MHS. The Articles of Agreement and current Amended and Restated Bylaws are at Exhibits 10 - 11.

D. The Foundation

The Foundation will be formed prior to the closing as a New Hampshire voluntary corporation, which will be recognized as exempt from taxation pursuant to section 501(c)(3) of the Code through its inclusion in The Official Catholic Directory and IRS Group Exemption Ruling.

⁵ “Heart & Vascular,” <https://www.catholicmedicalcenter.org/care-and-treatment/heart-care>.

A conclusion has not been made as to whether the Foundation will be a public or private charity pursuant to section 509(a) of the Code. The Foundation's principal purpose will be to improve health, health outcomes, access to high quality healthcare, and life-longevity for the residents of Greater Manchester and the State of New Hampshire in accordance with Christ's healing ministry. The Foundation is expected to accomplish its goals through such activities as grant making to nonprofit organizations improving health and wellness consistent with the teaching of the Catholic Church, support of programs that encourage and support recruitment and retention of healthcare workers, support of healthcare education and support the health needs of the most vulnerable. The Foundation will have a local board of trustees that will be overseen by the Bishop who will maintain a number of limited reserved powers over the organization. The governance documents will be provided after the Foundation has been formed. The Foundation will be the recipient of the net proceeds of the Transaction, as detailed in this Notice, and at this time it does not have any assets or business operations, so no financial statements are available.

E. MHS & HCA

Manchester Health Services, LLC ("MHS"), is a Delaware limited liability company, registered to transact business in the State of New Hampshire, and is a subsidiary of HCA Healthcare, Inc. ("HCA"). MHS was formed to acquire the assets and to own and operate the hospital and, therefore, until the Transaction closes, it will have no assets or business operations.

While HCA is not a party to the Transaction, it is the ultimate parent entity of MHS. HCA is a Delaware corporation that, through other subsidiaries, owns and operates a network of locally-managed, community hospitals, physician practices, ambulatory surgery centers, and urgent care centers delivering highest quality of care with compassion and respect for all. HCA's consolidated income statements for the years 2023, 2022 and 2021 are at Exhibit 12.