

CERTIFICATION OF RSA 7:19-b(II) STANDARDS (FOR CMCHS  
CERTIFICATION SEE VOTES IN ATTACHMENT #2

***RSA 7:19-b (II) Standards Certification: Dartmouth-Hitchcock Health***

We, the members of the Board of Trustees of Dartmouth-Hitchcock Health ("D-H Health"), certify to the New Hampshire Director of Charitable Trusts that, in approving the Affiliation Agreement, as amended by the First Amendment (the "Affiliation"), between D-H Health and CMC Healthcare System ("CMCHS"), we have considered in good faith and complied with all of the requirements of New Hampshire RSA 7:19-b (II) as follows:

1. We have determined, upon advice of legal counsel, that the proposed Affiliation is permitted by applicable law.
2. Due diligence has been exercised (i) in structuring the Affiliation and in authorizing D-H Health to become CMCHS' sole member under the Affiliation, (ii) in engaging and considering the advice of expert assistance, through outside consultants and law firms, in negotiating the terms and conditions of the proposed Affiliation, and (iii) in determining that the Affiliation is in the best interests of D-H Health and the communities which it serves, because of its focus on population health improvement.
3. There are no conflicts of interest, or any pecuniary benefit transactions as defined in RSA Chapter 7, that need to be disclosed, nor are there any such conflicts or pecuniary benefit transactions that have affected our decision to enter into the Affiliation.
4. No proceeds or other consideration will be paid or received by us in connection with the Affiliation.

5. The assets of D-H Health and CMCHS will continue to be devoted to charitable purposes consistent with the charitable objects and missions of D-H Health and CMCHS and the needs of the communities which they serve.
6. Each of the parties to this Affiliation is a New Hampshire health care charitable trust.
7. Reasonable notice of the proposed Affiliation and its terms has been provided to representatives of the communities served by CMCHS and D-H Health, along with reasonable and timely opportunity for such communities, through their representatives, to inform our deliberations regarding the proposed Affiliation, and we have considered carefully all public testimony and input. Our considerations have resulted in the First Amendment to the Affiliation Agreement.

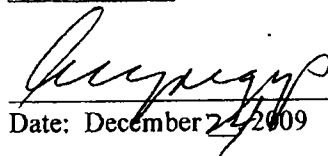
The following are all of the currently qualified and/or elected Trustees of D-H Health:

NAME:

Alfred Griggs

Michael Goran, M.D.

SIGNATURE:

  
Date: December 24, 2009

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Date: December \_\_, 2009

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The following are all of the currently qualified and/or elected Trustees of D-H Health:

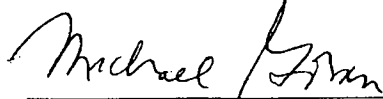
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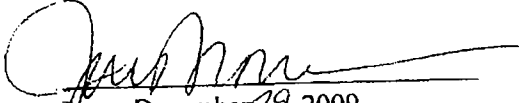
Alfred Griggs

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Date: December \_\_, 2009

Michael Goran, M.D.

  
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Date: December 24, 2009

Jennie Norman

  
Date: December 29, 2009

Alan Keiller

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Date: December \_\_, 2009

Wayne Granquist

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Date: December \_\_, 2009

Vincent S. Conti

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Date: December \_\_, 2009

William R. Green, PhD

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Date: December \_\_, 2009

Nancy A. Formella

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Date: December \_\_, 2009

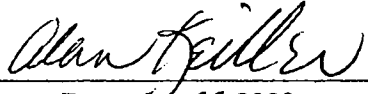
Thomas A. Colacchio, MD

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Date: December \_\_, 2009

Jennie Norman

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Alan Keiller

  
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Date: December 27, 2009

Wayne Granquist

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Date: December \_\_, 2009

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Wayne Granquist

  
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Date: December 30, 2009

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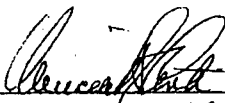
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Date: December ~~27~~, 2009

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Date: December 28, 2009

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Date: December 30, 2009

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