

**UNANIMOUS CONSENT RESOLUTIONS
OF THE
BOARD OF GOVERNORS
OF
CMC HEALTHCARE SYSTEM**

The undersigned, being all of the members of the Board of Governors (the "Board") of CMC Healthcare System, a voluntary corporation duly incorporated in the State of New Hampshire (the "Corporation"), do hereby waive all notice of the time, place and purposes of meetings of the Board of the Corporation and consent, pursuant to Article III, Section 17 of the Bylaws of the Corporation, to the adoption of the following resolutions with the same force and effect as if adopted at a duly convened meeting of the Board of the Corporation and hereby direct that this written consent be filed with the minutes of the proceedings of the Board of the Corporation:

WHEREAS, the Corporation's affiliate, Catholic Medical Center, has entered into a non-binding letter of intent dated February 18, 2009 with Dartmouth-Hitchcock Clinic ("DHC") and in accordance with such letter have collaborated to design an integrated health care delivery system to serve the communities of the greater Manchester, New Hampshire area; and

WHEREAS, the Board acknowledges that the Corporation and Dartmouth-Hitchcock Health ("DHH") have compatible charitable missions and that, in an effort to enhance the health and general welfare of individuals in the community for which the Corporation serves, and in order to advance health care through education, research, and the improvement of clinical practice, it is in the best interests of the Corporation to affiliate with DHH by creating an integrated health system in the greater Manchester area ("Greater Manchester") through the affiliation of the multi-specialty care physicians employed by DHC at its Manchester, New Hampshire facilities located at 100 Hitchcock Way and 87 McGregor Street, Suite 1300 and at its Bedford, New Hampshire facility located at 25 South River Road, with the Corporation through its subsidiary, Alliance Health Services ("AHS"); and

WHEREAS, the Board further acknowledges that it is in the best interests of the Corporation to further integrate the Greater Manchester, for which the Corporation's affiliates will be provider organizations, by collaborating with DHH in providing healthcare services throughout the State of New Hampshire (the "Regional System") by operating under a common sole member (Greater Manchester and the Regional System collectively referred to as the "Affiliation") and that by doing so, the Corporation will be able to provide additional specialty services and support to the community which the Corporation serves; and

WHEREAS, in furtherance of the Corporation's intent to implement the Affiliation in accordance with the letter of intent, an Affiliation Agreement by and between DHH and the Corporation dated July 22, 2009 (the "Affiliation Agreement") which sets forth the proposed terms and conditions of the Affiliation, has been reviewed

by members of the Board as well as a canon lawyer, an ethicist, and outside general counsel for the Corporation, all of whom have consulted directly and indirectly, the President and Chief Executive Officer of the Corporation regarding the Affiliation Agreement and have advised her that the Affiliation Agreement meets the requirements of canon and civil law as well as complies with the *Ethical and Religious Directives for Catholic Health Care Services*; and

WHEREAS, the Board further acknowledges that before the Affiliation can be finalized and implemented, certain conditions must be fulfilled and approvals obtained, including, but not limited to, the following: one final due diligence review update by the parties of the Affiliation and the Board's acceptance of the findings to occur immediately prior to the implementation of the Affiliation; the review and approval of the Roman Catholic Bishop of Manchester, New Hampshire (the "Bishop") as required by the Corporation's Articles of Agreement, as amended, and the Affiliation Agreement; and final approval by appropriate regulatory bodies including, but not limited to, the State of New Hampshire pursuant to RSA 7:19-b, the State of New Hampshire antitrust review as well as the federal government's review pursuant to the Hart-Scott Rodino Antitrust Act and the Internal Revenue Service (collectively referred to as "Conditions and Approvals"); and

WHEREAS, pursuant to RSA 7:19-b, II, the Board has acted in good faith and in a manner consistent with its fiduciary duties owed to the Corporation, to satisfy the Conditions and Approvals by exercising significant due diligence regarding DHH, its affiliates and the Affiliation, and as a result of said due diligence, the Board has ensured the following with respect to the Affiliation: that the Affiliation is permitted by law; that any and all conflicts of interest have been disclosed and have had no effect on the Board's decisions related to the Affiliation; that any and all financial arrangements pursuant to the Affiliation constitute fair value; and that the assets of the Corporation shall continue to be devoted to its charitable purposes and the needs of the community which it serves; and

WHEREAS, pursuant to RSA 7:19-b, II(g), the parties of the Affiliation Agreement, as authorized by the Board, published notice of the proposed terms of the Affiliation, established a website, <http://www.ahealthiertomorrow.org>, through which the public had an opportunity to review the Affiliation documents, responses to frequently asked questions, and post comments, and the parties conducted three public hearings, two in Manchester and one in Lebanon, New Hampshire; and

WHEREAS, the Board has had the opportunity to review: (i) the public testimony and question and answer sessions from the forums (either in video or written form); (ii) various commentary posted to the website; and (iii) various media articles pertaining to the Affiliation; and

WHEREAS, the Board and its agents have considered and deliberated upon the community input regarding the Affiliation, and as a result of these deliberations, have proposed certain amendments to the Affiliation Agreement to address certain community

concerns and comments (the "First Amendment") of which the Board approved on December 17, 2009; and

WHEREAS, as part of the review and approval process by the Bishop, as required by the Corporation's Articles of Agreement, as amended, and the Affiliation Agreement; the Bishop has requested an additional revision to the Affiliation Agreement providing the Bishop with the reserved power, concurrent with the same reserved powers of DHH, to approve the appointment and removal of all of the elected Governors of the Corporation, and not just those appointed by the Corporation's affiliate, Catholic Medical Center.

NOW THEREFORE, the Board adopts the following resolutions:

RESOLVED: To acknowledge the Bishop's request to amend the Affiliation Agreement by providing the Bishop with the reserved power, concurrent with the same reserved powers of DHH, to approve the appointment and removal of all of the elected Governors of the Corporation, and not just those appointed by the Corporation's affiliate, Catholic Medical Center, and upon consideration of the Bishop's request, to approve the further amendment to the Affiliation Agreement as presented to the Board and appended hereto as Attachment A.

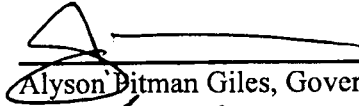
RESOLVED: To authorize and direct the Chief Executive Officer and President of the Corporation to execute the First Amendment to the Affiliation Agreement, as further amended by Attachment A, on behalf of the Corporation and to deliver it to DHH and any appropriate regulatory agencies, which Amended Affiliation Agreement remains subject to the receipt of all applicable regulatory approvals.

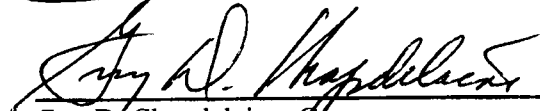
RESOLVED: That all actions previously taken by any of the officers and/or members of the Board of this Corporation in connection with the Amended Affiliation Agreement and related matters are hereby adopted, ratified, confirmed and approved in all respect as the acts and deeds of the Corporation.

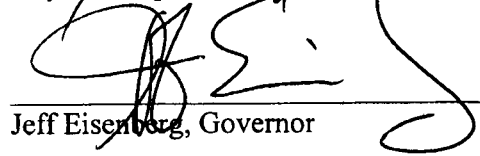
RESOLVED: To authorize and direct the President and Chief Executive Officer of the Corporation, to take any and all actions necessary to effectuate the foregoing resolutions.

(signature page follows)

Dated: January 20, 2010


Alyson Pitman Giles, Governor


Guy D. Chapdelaine, Governor


Jeff Eisenberg, Governor

William Clutterbuck, M.D., Governor

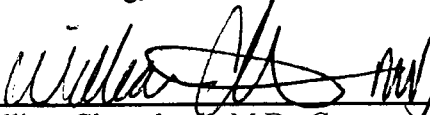
Monsignor John P. Quinn, Governor

Dated: January 20, 2010

Alyson Pitman Giles, Governor

Guy D. Chapdelaine, Governor

Jeff Eisenberg, Governor



William Clutterbuck, M.D., Governor

Monsignor John P. Quinn, Governor

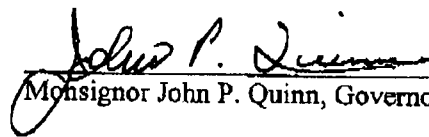
Dated: January 20, 2010

Alyson Pitman Giles, Governor

Guy D. Chapdelaine, Governor

Jeff Eisenberg, Governor

William Clutterbuck, M.D., Governor



Monsignor John P. Quinn, Governor