

**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, and Dartmouth-Hitchcock Clinic ("DHC") entered into a non-binding letter of intent dated February 18, 2009 and in accordance with such letter have collaborated to design an integrated health care delivery system to serve the Manchester, New Hampshire market; 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 Manchester (the "Manchester System") through the affiliation of the multi-specialty care physicians employed by DHC at its Manchester facility on Wellington Road with the Corporation through its subsidiary, Alliance Health Services ("AHS");

WHEREAS, the Board further acknowledges that it is in the best interests of the Corporation to further integrate the Manchester System, for which the Corporation will be a provider organization, by collaborating with DHH in providing healthcare services throughout the State of New Hampshire (the "Regional System") by operating under a common parent corporation (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 which sets forth the proposed terms and conditions of the Affiliation is proposed for conditional approval (the "Affiliation Agreement"); and

WHEREAS, the Affiliation Agreement 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, before the Affiliation can be implemented, certain conditions must be fulfilled and approvals must be obtained, including, but not limited to review by appropriate regulatory bodies including the State of New Hampshire pursuant to RSA 7:19-a, as well as being open for public comment to the community for which the Corporation serves (collectively referred to as "Conditions and Approvals"); and

WHEREAS, pursuant to the Corporation's Articles of Agreement and the proposed Affiliation Agreement, the Affiliation requires the review and approval of the Roman Catholic Bishop of Manchester, New Hampshire (the "Bishop"); now therefore, the Board adopts the following resolutions:

NOW, THEREFORE, BE IT

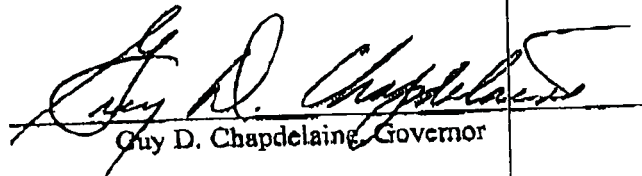
RESOLVED: That conditioned upon completion of the Conditions and Approvals as well as the approval of the Bishop, the Board hereby approves the Affiliation and the Affiliation Agreement substantially in the form presented to the Board.

RESOLVED: That the President and Chief Executive Officer of the Corporation is hereby authorized and directed to take all actions deemed necessary by the President and Chief Executive Officer, in her sole and absolute discretion, to attain all required Conditions and Approvals in order to effect the Affiliation, including the approval of the Bishop.

RESOLVED: That the President and Chief Executive Officer is hereby authorized and directed to negotiate and revise the Affiliation Agreement as necessary in order to obtain the Conditions and Approvals and upon obtaining the Conditions and Approvals to submit the final form of the Affiliation Agreement to the Board for final approval and to execute, deliver, and file, where necessary, in the name of and on behalf of the Corporation, Amended and Restated Articles of Agreement, Bylaws and other related and ancillary documents such as are necessary to implement the Affiliation.

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.

Dated: _____, 2009


Guy D. Chapdelaine, Governor

Governor

William Clutterbuck, M.D.,

Jeff Eisenberg, Governor

Alyson Pitman Gilles, Governor

Monsignor John P. Quinn, Governor

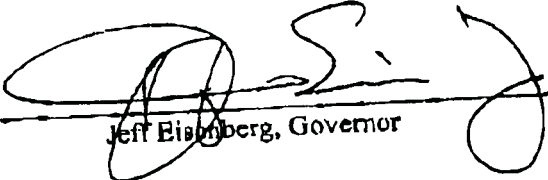
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Dated: July 16, 2009

Guy D. Chapdelaine, Governor

William Clutterbuck, M.D.,

Governor



Jeff Eisenberg, Governor

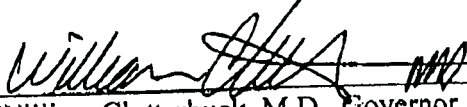
Alyson Pitman Giles, Governor

Monsignor John P. Quinn, Governor

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Dated: 7/16/09, 2009

Guy D. Chapdelaine, Governor



William Clutterbuck, M.D., Governor

Jeff Eisenberg, Governor

Alyson Pitman Giles, Governor

Monsignor John P. Quinn, Governor

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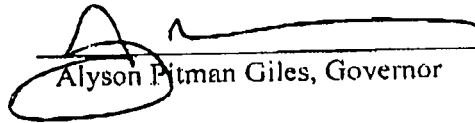
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Dated: 7/15/09, 2009

Guy D. Chapdelaine, Governor

William Clutterbuck, M.D., Governor

Jeff Eisenberg, Governor



Alyson Pitman Giles, Governor

Monsignor John P. Quinn, Governor

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Dated: 7/16, 2009

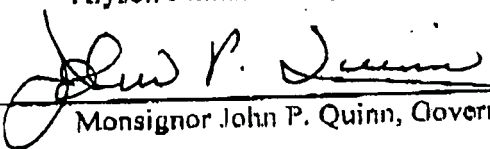
Governor

Guy D. Chapdelaine, Governor

William Clutterbuck, M.D.,

Jeff Eisenberg, Governor

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Monsignor John P. Quinn, Governor

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