

**DARTMOUTH-HITCHCOCK HEALTH**  
**(f/k/a HIHS)**

**Resolutions of the Board of Trustees**  
**June 19, 2009**

**RESOLVED:** To authorize the Corporation to enter into an affiliation agreement with CMC Healthcare System, a New Hampshire nonprofit voluntary corporation (“CMCHS”), the form and content of which is hereby approved and a copy of which is attached as Exhibit B (the “Affiliation Agreement”);

**FURTHER RESOLVED:** To authorize and direct the Chief Executive Officer of the Corporation (whether serving on an interim or permanent basis) to execute and deliver the Affiliation Agreement on behalf of the Corporation, and to make such corrections and modifications consistent with the material terms of the Agreement as he or she deems necessary or desirable in his or her judgment, subject to the subsequent satisfaction of each of the following conditions:

1. All applicable regulatory approvals, including without limitation the filing and expiration of the “no review” period under the Hart-Scott-Rodino Antitrust Improvements Act, have been obtained;
2. All revisions to the Affiliation Agreement that are necessary or desirable as part of the approval process and/or in response to public comment, are made after being approved by the Board of Trustees of each of Dartmouth-Hitchcock Clinic and Mary Hitchcock Memorial Hospital; and
3. Due diligence into various operational, legal, financial, tax, administrative, political and other issues and matters is promptly completed by each party.

**FURTHER RESOLVED:** That the name of the Corporation be changed to “Dartmouth-Hitchcock Health” subject to its availability with the New Hampshire Secretary of State.

**FURTHER**

**RESOLVED:**

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