

EHR / EH JOINT BOARD OF TRUSTEES
Executive Committee Meeting
February 22, 2021
WebEx

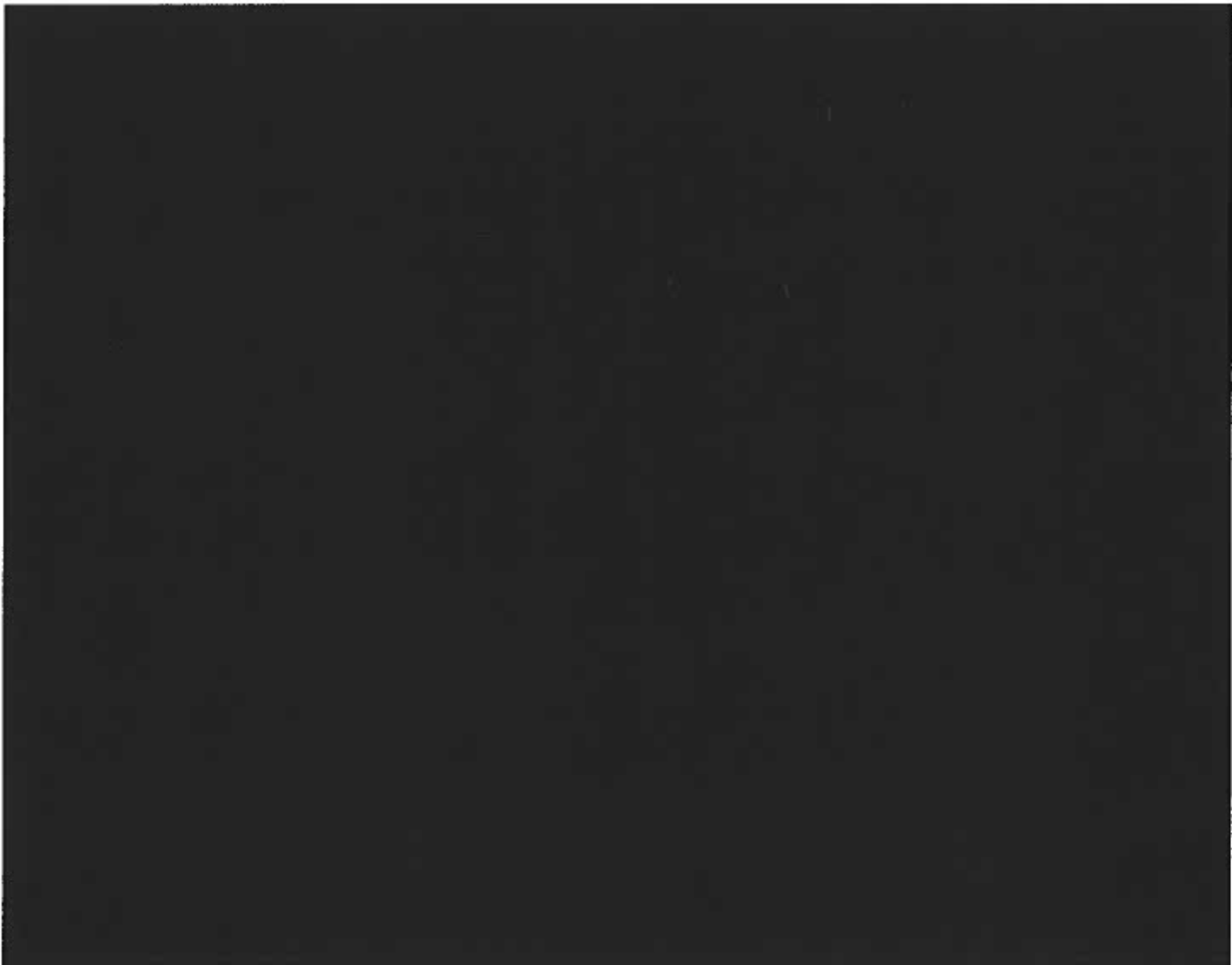
Present: W. Schleyer, R. Eberle, A. Case, D. Falck, S. Hermans, K. Callahan

Absent

Invited Guests: R. Hollister, MD

A joint WebEx was held of the Exeter Health Resources, Inc. Executive Committee and the Exeter Hospital, Inc. Executive Committee on February 22, 2021 at 4 pm.

MEC REPORT





AFFILIATION BRIEF

Mr. Callahan briefed the Committee regarding the status of the engagement of Kaufman Hall to provide strategic advisory services in support of the Board's evaluation of a future affiliation.

OTHER BUSINESS

There being no further business the WebEx adjourned.

Respectfully Submitted,



Kevin J. Callahan
Secretary Pro Tem

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Special Joint Meeting of the Boards of Trustees
Via WEBEX
March 26, 2021**

Present: R. Eberle, A. Case, S. Desjardins, C. Dominguez, D. Donsker, MD, D. Falck, S. Hermans, S. Ward, , R. Hollister, K. Callahan

Present by Invitation M. Whitney, C. Sprauer, R. Hollister M.D., D. Szabo (transaction counsel, Locke Lord), J. Farside, (transaction counsel, Locke Lord), M. Grube (Kaufman Hall), D. Pike (Kaufman Hall) & N Gialessas (Kaufman Hall)

Mr. Eberle convened the WebEx Special Meeting of the Joint EHR / EH Boards of Trustees at 10:11 a.m., held by means of Webex telecommunication equipment, noting that all Trustees were present.

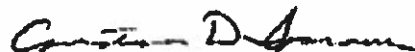
Kaufman Hall Board Interview Questions

Mr. Callahan requested Mark Grube (a Managing Director of the consulting firm Kaufman Hall) to begin the interview of Trustees regarding their perspectives on a future affiliation. A full discussion then took place regarding potential suitors that Kaufman Hall had identified on a preliminary basis, and important attributes to Trustees regarding the potential suitors that would be most welcome to the Board in considering how best to continue the fulfillment of EHR's and EH's charitable mission into the future.

Other Business

There being no further regular business to be conducted by the full Boards of Trustees, the meeting adjourned into Executive Session at 10:10 am.

Respectfully Submitted,



Constance Sprauer
Secretary

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Special Boards of Trustees Meeting
May 11, 2021**

Present: R. Eberle (via WebEx), A. Case (via WebEx), S. Desjardins (via WebEx), C. Dominguez, D. Donsker, MD, D. Falk, S. Hermans, R. Hollister, MD (via WebEx), S. Ward, K. Callahan, C. Sprauer (Secretary, via WebEx) and K. O'Leary (Treasurer, via WebEx)

Excused:

Present by Invitation D. Cresta, M. Whitney, M. Grube (Kaufman Hall, via WebEx), N. Gialessas (Kaufman Hall, via WebEx) and D. Szabo (transaction counsel, Locke Lord), D. Skillman (recorder)

Mr. Eberle convened the special meeting of the Joint EHR / EH Members of the Boards of Trustees' session at 7:30 a.m., noting that a quorum was present.

Kaufman Hall

M. Grube and N. Gialessas, Kaufman Hall, presented the preliminary findings regarding EHR / EH operating and strategic position, and review of possible strategic partners and affiliation pathways. Discussion ensued with Mr. Grube and Mr. Gialessas answering questions raised by those present concerning various strategic options, goals and objectives. (For a more detailed report, please refer to documents in the May 11, 2021 Board book provided in advance of the meeting).

Executive Session of the Board

Mr. Callahan adjourned the meeting into executive session to discuss Kaufman Hall's preliminary findings and implications for Board decision making regarding possible affiliations. Prior to determining a go / no-go decision the Board proposed that additional objectives be added to the goals and objectives of the proposal:

- Must remain a community focused and mission driven organization with a long-term commitment to improve the health of the community through access to the best possible healthcare
- Gain sophisticated IT resources and EMR implementation
- [REDACTED] high probability of successfully completing transaction within a specific timeframe
- Will remain flexible to partnering to potential strategic partners



EXETER HEALTH RESOURCES

The Art of Wellness



EXETER HOSPITAL

The Art of Wellness

Mr. Callahan asked the Board for a decision to proceed with a strategic partnership process and prepare and finalize marketing materials and Request for Proposal. Whereupon, without further discussion, it was moved, seconded and unanimously

VOTED: To proceed with a strategic partnership process with Kaufman Hall

Other Business

There being no further business the meeting adjourned.

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read 'Constance D. Sprauer'.

Constance D. Sprauer
Secretary

**Special Meeting of the Joint EHR / EH Boards of Trustees
June 25, 2021
In-person (Boardroom) or via WebEx**

Present: R. Eberle (via WebEx), A. Case (via WebEx), S. Desjardins, C. Dominguez (via WebEx), D. Donsker, MD (via WebEx), D. Falk, S. Hermans (via WebEx), R. Hollister, MD (via WebEx), S. Ward, K. Callahan, C. Sprauer (Secretary, via WebEx) and K. O'Leary (Treasurer, via WebEx)

Present by Invitation D. Cresta, M. Whitney (via WebEx), M. Grube (Kaufman Hall, via WebEx), N. Gialessas (Kaufman Hall, via WebEx), D. Pike (Kaufman Hall, via WebEx), D. Szabo (transaction counsel, Locke Lord, via WebEx), D. Skillman (recorder)

Mr. Eberle convened the special joint meeting of the EHR and EH Trustees at 9:50 a.m., noting that all Trustees were present.

KAUFMAN HALL

Mr. Grube, Mr. Gialessas and Ms. Pike, of Kaufman Hall, presented the main agenda items for discussion: a review of the draft RFP for an EHR system affiliation/partnership, review of potential non-traditional partner candidates and Request for Proposal (RFP) recipients, and an updated timeline for the evaluation process for RFP respondents.

Mr. Grube, Mr. Gialessas and Ms. Pike answered questions raised by those present concerning various potential strategic partners and affiliation pathways, RFP options, goals and objectives. (For a more detailed report, please refer to documents in the June 25, 2021 Board book provided in advance of the meeting).

EXECUTIVE SESSION OF THE BOARD

Mr. Callahan adjourned the meeting into executive session (the Kaufman Hall participants and Mr. Szabo left the meeting at that point) to further discuss the draft RFP and any modifications the Board would like to see included in it, the identified organizations to consider for partnership opportunities and their respective tiering, and key milestones in the partnership evaluation process. After completing the discussion, Mr. Callahan asked the Board to (1) affirm Kaufman Hall's and management's recommendations concerning those organizations that should receive an invitation to submit a solicitation of interest in considering a future partnership with EHR, and (2) subsequent to their positive indications of interest and execution of non-disclosure agreements, to send the final form of the RFP to those organizations.

After further discussion, it was moved, seconded and unanimously

VOTED: To affirm, solicit interest from and, as appropriate, issue RFPs to those organizations identified to the Board by Kaufman Hall and management as potential desirable

candidates with which to partner. There being no further business the meeting adjourned at 10:45 a.m.

Respectfully Submitted,



Constance D. Sprauer
Secretary

**Special Joint Meeting of the Exeter Health Resources and Exeter Hospital
Boards of Trustees
July 23, 2021**

Present: R. Eberle (via WebEx), A. Case (via WebEx), S. Desjardins, C. Dominguez (via WebEx), D. Donsker, MD (via WebEx), D. Falk (via WebEx), D. Farmer (via WebEx), S. Hermans (via WebEx), R. Hevert, R. Hollister, MD (via WebEx), S. Ward, K. Callahan (President), C. Sprauer (Secretary) and K. O'Leary (Treasurer, via WebEx)

Present by Invitation: C. Callahan, A. Casassa, D. Cresta, M. Whitney (via WebEx), M. Grube (Kaufman Hall, via WebEx), N. Gialessas (Kaufman Hall, via WebEx), D. Pike (Kaufman Hall, via WebEx), D. Szabo (transaction counsel, Locke Lord, via WebEx), S. Ruelke, (UNH Student Intern), C. Temple, (UNH Student Intern), D. Skillman (recorder)

Mr. Eberle convened the special meeting of the joint Exeter Health Resources ("EHR") and Exeter Hospital ("EH") Boards of Trustees at 7:30 a.m. in the Boardroom, noting that all Trustees were present either in person or via WebEx.

KAUFMAN HALL REPORT

Mr. Grube, Mr. Gialessas and Ms. Pike, of Kaufman Hall, presented a progress report to the Board regarding the identification of potential affiliation partners for EHR and an update on the review process/key milestone dates.

Mr. Grube, Mr. Gialessas and Ms. Pike answered numerous questions raised by those present concerning various potential strategic partners, affiliation pathways, and goals and objectives of a potential affiliation.

OTHER BUSINESS

There being no further business the meeting convened at 8:15 a.m. into the Exeter Hospital Board of Trustees meeting.

Respectfully Submitted,



Constance D. Sprauer
Secretary

EHR / EH JOINT BOARD OF TRUSTEES
Executive Committee Meeting
September 14, 2021
WebEx

Present:	R. Eberle, A. Case, D. Falck, S. Hermans, K. Callahan
Absent	
Invited Guests for 2022 Budget:	S. Cassetta, K. Gingras, L. Hennelly, M. Lanier, DO, D. McKinney, K. Michel, S. O'Neil, M. Schaffer, MD
Invited Guests / Affiliation Update	Kaufman Hall, D. Szabo, C. Sprauer, D. Spielman
Invited Guests / attended entire mtg	A. Casassa, C. Callahan, D Cresta, N. Meehan, DO, M. Whitney , K. O'Leary

A joint WebEx was held of the Exeter Health Resources, Inc. and Exeter Hospital, Inc. Executive Committee on September 14, 2021 at 12:00 p.m.

**REVIEW OF EXETER HEALTH RESOURCES, INC. AND SUBSIDIARIES –
2022 OPERATING AND CAPITAL BUDGET:**



AFFILIATION UPDATE

Mr. Callahan welcomed representatives from Kaufman Hall (M. Grube, N. Gialessas, D. Pike and P. Masciangelo) and Locke Lord (D. Szabo). Mr. Callahan directed the Committee members to the materials prepared by Kaufman Hall and sent to them in advance of the meeting. Mr. Callahan explained that he is requesting the Committee to consider whether based on the materials provided by the health systems that responded to the request for interest in affiliating with EHR, and the materials prepared by Kaufman Hall, should any one of the respondents be excluded from further consideration by the Board vis a vis a future affiliation. Following a briefing by Kaufman Hall and further discussion with the executive management present at the meeting, the Committee concluded that all three responding health systems should be referred to the Board for its next phase of evaluation.

There being no further business the WebEx adjourned.

Respectfully Submitted,



Kevin J. Callahan
Secretary Pro Tem

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Joint Special Meeting of the Boards of Trustees
September 24, 2021**

Present: R. Eberle (via WebEx), A. Case (via WebEx), S. Desjardins (via WebEx), C. Dominguez, D. Donsker, MD, D. Falk, S. Hermans, R. Hevert, R. Hollister, MD (via WebEx), S. Ward, K. Callahan, C. Sprauer (Secretary, via WebEx) and K. O'Leary (Treasurer, via WebEx)

Present by Invitation A. Casassa, C. Callahan, D. Cresta, N. Meehan, DO, M. Whitney, M. Grube, D. Pike, P. Masciangelo and N. Gialessas (Kaufman Hall, via WebEx) and D. Szabo (transaction counsel, Locke Lord), and D. Skillman (recorder).

Mr. Eberle convened the joint special meeting of the Exeter Health Resources, Inc. ("EHR") and Exeter Hospital, Inc. ("EH") Boards of Trustees and invited guests at 10:00 a.m. for a presentation by Kaufman Hall, Locke Lord and executive management.

KAUFMAN HALL

Mr. Callahan welcomed representatives from Kaufman Hall (M. Grube, D. Pike, N. Gialessas and P. Masciangelo) and Locke Lord (D. Szabo) who provided a high-level side-by-side overview of the relative merits and considerations of each affiliation proposal to the extent known at this point. Mr. Callahan explained that he is requesting the Boards to consider, based on the materials provided by the three health systems in response to EHR's request for a proposal to affiliate with EHR, and the materials prepared by Kaufman Hall, whether any one of the respondents be excluded at this time from further consideration by the Boards vis a vis a future affiliation. Following an extensive discussion, the Boards confirmed their desire to advance all three responding health systems to the next phase of affiliation evaluation.

Other Business

There being no further business the meeting adjourned at 10:40 a.m.

Respectfully Submitted,



Constance D. Sprauer
Secretary

EXETER HEALTH RESOURCES / BOARD OF TRUSTEES
Executive Committee Meeting
November 15, 2021
WebEx

Present: R. Eberle, A. Case, D. Falck, S. Hermans, K. Callahan
Absent
Invited Guests / A. Casassa, K.O'Leary, D. Cresta, N. Meehan, DO, C Callahan, M. Whitney,
Affiliation Update N. Gialessas (Kaufman Hall), D. Sazbo, transaction counsel (Locke Lord)

Mr. Callahan convened the meeting of the Exeter Health Resources' Executive Committee at 4:30 p.m. via WebEx.

PROJECT MAPLE: DEBRIEF

Mr. Callahan explained that the purpose of the meeting was to discuss the Committee's impressions of the presentations by the two possible affiliation partners ([REDACTED] Beth Israel Lahey Health). Additionally, Mr. Callahan noted the evaluation spreadsheet that Ms. Case developed for possible use in the affiliation evaluation process. Mr. Callahan facilitated a wide-ranging discussion between the Committee members and senior executives present at the meeting regarding each of the presentations made by [REDACTED] Beth Israel Lahey Health comparing the relative strengths and weaknesses of the content of each presentation.

Mr. Callahan and Mr. Gialessas concluded the discussion by outlining the subsequent steps that the affiliation evaluation process will take over the course of the next 60 days.

There being no further business the WebEx adjourned.

Respectfully Submitted,



Kevin J. Callahan
Secretary Pro Tem

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Joint Meeting of the Boards of Trustees**

December 17, 2021

Present: A. Case, S. Desjardins, C. Dominguez, D. Donsker, MD, D. Falck, C. Farmer, S. Hermans, R. Hevert, S. Ward, R. Hollister, MD, K. Callahan, C. Sprauer, (Secretary) and K. O'Leary (Treasurer)

Absent: R. Eberle

Present by Invitation: A. Casassa, C. Callahan, D. Cresta, N. Meehan, DO, D. Spielman, M. Whitney, D. Szabo (transaction counsel, Locke Lord), N. Gialessas, P. Masciangelo, D. Pike (Kaufman Hall) and D. Skillman (Recorder)

Mr. Callahan convened the Joint Meeting of the Exeter Health Resources, Inc. ("EHR) and Exeter Hospital, Inc. ("EH") Boards of Trustees and invited guests at 9:20 a.m. for a presentation by Kaufman Hall on the status of the process for considering a potential affiliation partner.

KAUFMAN HALL

Mr. Callahan welcomed representatives from Kaufman Hall (D. Pike, N. Gialessas and P. Masciangelo) and Locke Lord (D. Szabo) who provided a high-level side-by-side summary of the key terms of draft Letters of Intent (LOIs) as submitted by Beth Israel Lahey Health ("BILH") [REDACTED], respectively. Mr. Gialessas completed a detailed review of the LOIs and resulting from that review, identified certain areas requiring clarification, further consideration and potential enhancement – such areas were identified within the summary. There was extensive discussion of the respective LOIs by the Board members, following which Mr. Callahan summarized the near-term next steps of the Boards' evaluation of a possible affiliation and affiliation partner. In that review, Mr. Callahan pointed out that the final presentations by BILH [REDACTED] to the Board will occur on January 4th 2022 and that the Board could conclude its deliberations regarding a possible affiliation at its meeting of January 28th, 2022. If that were the case, a final LOI would be executed and subsequent definitive agreement negotiations, due diligence and regulatory filings would promptly commence. (For additional documentation please refer to the handouts provided in the December 17, 2021 Board book).

Other Business

The Board adjourned into a joint executive session of the Independent Trustees.

Respectfully Submitted,



Constance D. Sprauer
Secretary

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Special Joint Meeting of the Boards of Trustees
January 4, 2022**

Present: R. Eberle, A. Case, S. Desjardins, D. Donsker, MD, C. Farmer, S. Hermans, R. Hevert, S. Ward, R. Hollister, MD, K. Callahan, C. Sprauer, (Secretary) and A. Casassa (Treasurer)

Absent C. Dominquez, D. Falck

Present by Invitation C. Callahan, D. Cresta, N. Meehan, DO, D. Spielman, M. Whitney, D. Szabo (transaction counsel, Locke Lord), N. Gialessas, P. Masciangelo, and D. Pike (Kaufman Hall),

and D. Skillman (Recorder)

Mr. Eberle convened the Special Meeting of the joint Exeter Health Resources, Inc. ("EHR") and Exeter Hospital, Inc. ("EH") Boards of Trustees and invited guests, via WebEx, at 9:30 a.m. for a presentation on a proposed affiliation with EHR by [REDACTED].

Representatives from [REDACTED] lead by its President/CEO [REDACTED] presented further details their proposal for an affiliation with Exeter Health Resources and its affiliated companies in response to questions that had been raised by EHR and EH Trustees and senior management . A discussion ensued with [REDACTED] and the joint Boards of EHR and EH answering additional questions raised by those present concerning, in particular, various strategic partnership goals, value-based care approaches, population health management, information technology, governance, financial sustainability and potential next steps. (For a more detailed report, please refer to documents in the January 4, 2022 Board materials provided in advance of the meeting).

Other Business

There being no further business the meeting adjourned at 11:20 a.m.

Respectfully Submitted,



Constance D. Sprauer
Secretary

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Special Joint Meeting of the Boards of Trustees
January 4, 2022**

Present: R. Eberle, A. Case, S. Desjardins, C. Dominguez, D. Donsker, MD, D. Falck, C. Farmer, S. Hermans, R. Hevert, S. Ward, R. Hollister, MD, K. Callahan, C. Sprauer, (Secretary) and A. Casassa (Treasurer)

Absent:

Present by invitation: C. Callahan, D. Cresta, N. Meehan, DO, D. Spielman, M. Whitney, D. Szabo (transaction counsel, Locke Lord), N. Galeasas, P. Masciangelo, D. Pike (Kaufman Hall), and D. Skillman (Recorder)

Mr. Eberle convened the joint Meeting, of the joint Exeter Health Resources, Inc. ("EHR) and Exeter Hospital, Inc. ("EH) Boards of Trustees and invited guests, via WebEx, at 11:45 am

DEBRIEF

Mr. Callahan welcomed representatives from Kaufman Hall (D. Pike, N. Galeasas and P. Masciangelo) and Locke Lord (D. Szabo) for a debriefing session following the presentations made by Beth Israel Lahey Health ("BILH") [REDACTED] earlier that morning, each of which concerned their proposed proposals to affiliate with EHR. Extensive discussion by the joint Boards ensued concerning details of each such health system's proposed affiliation and the degree to which each proposal best matched the joint Boards' previously established affiliation criteria. Mr. Callahan detailed the extensive engagement that executive leadership and medical staff leadership undertook with each of the health systems over the past sixty days, concluding that at this point in the evaluation process, leadership's opinion is that BILH represents the best match to the Boards' affiliation partner criteria, emphasizing, however, that additional evaluation remains to be undertaken for both the BILH [REDACTED] [REDACTED] proposals. After additional discussion, Mr. Eberle asked the Trustees to express their views on the relative strengths and weaknesses of the affiliation proposals by BILH [REDACTED] from which emerged a unanimous view of those Trustees present that, at this point in the evaluation process, BILH appears to more closely match the affiliation criteria previously established by the Boards.

In conclusion, it was the consensus of the Boards that a goal should be to select, at their January 28, 2022 joint meeting, one of the two health systems as its preferred health system with which to affiliate and with which to enter into a Letter of Intent ("LOI"). Additionally Mr. Callahan stated that the definitive agreement negotiation and confirmatory due diligence would commence following that meeting and the execution of the LOI. (For a more detailed report, please refer to documents in the January 4, 2022 Board materials provided in advance of the meeting).

Other Business

There being no further business the meeting adjourned at 1:10 p.m.

Respectfully Submitted,



Constance D. Sprauer
Secretary

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Special Joint Meeting of the Boards of Trustees
January 4, 2022**

Present: R. Eberle, A. Case, S. Desjardins, D. Donsker, MD, C. Farmer, S. Hermans, R. Hevert, S. Ward, R. Hollister, MD, K. Callahan, C. Sprauer, (Secretary) and A. Casassa (Treasurer)

Absent C. Dominguez, D. Falck

Present by Invitation C. Callahan, D. Cresta, N. Meehan, DO, D. Spielman, M. Whitney, D. Szabo (transaction counsel, Locke Lord), N. Gialessas, P. Masciangelo, and D. Pike (Kaufman Hall), A. Hornidge, JD, K. Tabb, M. Rowan, J. Kerndl, P. Shorett, J. Katz, and D. Nesto (BILH), and D. Skillman (Recorder)

Mr. Eberle convened the Meeting of the joint Exeter Health Resources, Inc. ("EHR) and Exeter Hospital, Inc. ("EH") Boards of Trustees and invited guests, via WebEx, at 7:30 a.m. for a presentation on a proposed affiliation with EHR by Beth Israel Lahey Health ("BILH").

BILH

Representatives from BILH lead by its President/CEO Kevin Tabb presented further details on their proposal for an affiliation with Exeter Health Resources and its affiliated companies, in response to questions that had been raised by the EHR and EH Trustees and senior management. A discussion ensued with BILH and the joint Boards of EHR and EH answering additional questions raised by those present concerning, in particular, various strategic partnership goals, value-based care approaches, population health management, information technology, governance, financial sustainability and potential next steps. (For a more detailed report, please refer to documents in the January 4, 2022 Board materials provided in advance of the meeting).

Other Business

There being no further business the meeting adjourned at 9:10 a.m.

Respectfully Submitted,



Constance D. Sprauer
Secretary

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Joint Meeting of the Boards of Trustees
January 28, 2022**

Present: R. Eberle, A. Case, S. Desjardins, D. Donsker, MD, D. Falck, C. Farmer, S. Hermans, R. Hevert, S. Ward, R. Hollister, MD, K. Callahan, C. Sprauer, (Secretary) and A. Casassa (Treasurer)

Absent: C. Dominguez

Present by Invitation: C. Callahan, D. Cresta, N. Meehan, DO, D. Spielman, M. Whitney, D. Szabo (transaction counsel, Locke Lord), N. Gialessas, P. Masciangelo, D. Pike (Kaufman Hall), and D. Skillman (Recorder)

Mr. Eberle convened the WebEx of the joint meeting of the Exeter Health Resources, Inc. ("EHR") and Exeter Hospital, Inc. ("EH") Boards of Trustees with Project Maple as the sole agenda topic, and welcomed invited guests at 8:20 am.

KAUMAN HALL: AFFILIATION DISCUSSION AND PROPOSED LOI

Mr. Callahan welcomed members of executive management, transaction counsel David Szabo of Locke Lord, and the Boards' affiliation advisors from Kaufman Hall (D. Pike, N. Gialessas and P. Masciangelo). Mr. Callahan briefed the Board on the principal purposes of the meeting, which were to review the previously submitted materials prepared by Kaufman Hall regarding a proposed affiliation, and for the Boards to consider entering into a Letter of Intent ("LOI") with Beth Israel Lahey Health ("BILH").

Mr. Gialessas reviewed the materials prepared by KH regarding the proposed affiliation focusing in particular on the current draft of the LOI stating that the LOI reflects the ongoing input from executive leadership, the Boards' Executive Committees and the Boards, as well as responses from BILH. Mr. Gialessas indicated that there are a few points in the LOI open for negotiation but that in total, the LOI is in a relatively complete form for the Boards to consider. At which point, Mr. Gialessas completed a review of the key elements of the LOI detailing how they substantively address the previously expressed requirements of the Boards in the context of a potential affiliation with BILH.

An extensive discussion ensued regarding some of the language contained in the LOI that would require additional clarity from BILH. Following the extensive discussion, the EHR Board, with the consensus of the EH Board, confirmed its desire to approve the proposed resolution as presented. Whereupon,

It was moved, seconded and unanimously:

VOTED: To approve the following resolution as presented:

**EXETER HEALTH RESOURCES, INC. AND EXETER HOSPITAL, INC.
PROPOSED RESOLUTIONS FOR CONSIDERATION AT
THE JOINT MEETING OF THE BOARDS OF TRUSTEES
TO BE HELD ON JANUARY 28, 2022**

WHEREAS, the President and Chief Executive Officer (the "CEO") of Exeter Health Resources, Inc. ("EHR") and Exeter Hospital ("EH") (together, the "Corporations"), with the knowledge and consent of the EHR and EH Boards (together, the "Boards"), has engaged Locke Lord LLP as special transaction legal counsel, who then engaged Kaufman-Hall as an advisor with respect to a proposed affiliation; and

WHEREAS, at the Boards' request, Kaufman Hall performed a comprehensive strategic analysis of the Corporations' long term prospects as an independent sustainable health care system, able to meet their community's needs and to successfully respond to financial, clinical, regulatory and competitive challenges in a manner that supports and sustains the Corporations' charitable missions;

WHEREAS, upon review and deliberation of the benefits and risks associated with the above mentioned analysis, the Boards concluded that it is in the best interest of the Corporations and the communities they serve for the Corporations to explore, evaluate and potentially identify a strategic partner with the clinical expertise, operational experience and financial resources to partner with the Corporations in order to attain long-term sustainability and excellence in support of its charitable mission to improve the health of the community;

WHEREAS, at EHR's and EH's request, Kaufman Hall issued a request for proposals ("RFPs") to other health care systems within and outside of New Hampshire regarding their interest in a potential affiliation with the Corporations that would be responsive to the Corporations' objectives, as set forth by the Boards, for such an affiliation; and

WHEREAS, several such health care systems submitted indications of interest in response to the RFPs for such an affiliation, which have been extensively reviewed by the Corporations' advisors, members of senior management and the Boards, including conducting meetings and diligence interviews with executive representatives of the responding health systems, in order to pursue the Corporations' and the responding systems' joint objectives for such an affiliation; and

WHEREAS, following the extensive review process, the Boards directed the CEO and the Corporations' advisors to obtain the best available proposals from those health systems deemed suitable by the Boards;

WHEREAS, at the Board's direction, management and the advisors have negotiated Letters of Intent with potential affiliation partners;

WHEREAS based on a presentation by the Corporations' advisors, upon review of the draft Letters of Intent, and after due deliberation, it is the consensus of the Boards that it is in the best interests of the Corporations, the communities they serve, the furtherance of their objectives set forth by the Boards, and the continuation of their charitable health care missions, that the Corporations pursue an affiliation with Beth Israel Lahey Health, Inc. ("BILH") and that EHR enter into a Letter of Intent ("LOI") with BILH for that purpose:

WHEREAS, the Boards reviewed a proposed LOI between EHR, on behalf of itself, EH and its other subsidiaries, and BILH that describes the broad outline of a possible affiliation, a process for performing due diligence, and the process for negotiating a definitive affiliation agreement (the "Definitive Agreement"), with the express understanding that the Definitive Agreement containing all terms of the proposed affiliation, when and if negotiated, will be presented to the Boards for their approval.

NOW THEREFORE BE IT

RESOLVED, that EHR enter into the LOI with BILH, in substantially the form presented, with any such changes thereto as the CEO may deem desirable, subject to prior consultation with the Executive Committees of the Boards with respect to material changes, and that the CEO is authorized and directed to execute and deliver the final approved LOI to BILH; and

FURTHER RESOLVED, that the CEO, working with the other officers and agents of the Corporations, is hereby authorized and directed to do or cause to be done such other acts as he may deem necessary and desirable in connection with the negotiation of the terms of the Definitive Agreement and matters related thereto, all in consultation with the Executive Committees acting on behalf of the Boards.

OTHER BUSINESS

There being no further business, the meeting adjourned at 9:50 a.m. into the Executive Session of the Independent Members of the Boards.

Respectfully Submitted,



**Constance D. Sprauer
Secretary**

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Joint Boards of Trustees Meeting
Via WebEx
March 25, 2022**

Present	R. Eberle, A. Case, S. Desjardins, C. Dominguez, D. Donsker, MD, D. Falck, D. Farmer, S. Hermans, B. Hevert, S. Ward, R. Hollister, MD, K. Callahan (President), A. Casassa (Treasurer) and C. Sprauer (Secretary)
Present by Invitation	D. Cresta, K. Gingras, D. McKinney, N. Meehan, DO, S. O'Neil, D. Spielman, M. Whitney, D. Szabo (Locke Lord), N. Gialessas (Kaufman Hall) D. Pike (Kaufman Hall) and D. Skillman (Recorder)

Mr. Callahan convened a joint WebEx meeting of the EHR and EH Boards of Trustees at 9:05 am.

PROJECT MAPLE

Mr. Callahan provided an update to the Boards and invited guests on the status and execution of Project Maple's joint communication and advocacy plan. Additionally, Mr. Callahan stated that EHR and Beth Israel Lahey Health are continuing the work to complete their production of documents to each other and their due diligence processes, and to develop the Affiliation Agreement consistent with the LOI. Mr. Callahan stated that he would circulate the current draft of the Affiliation Agreement to a joint meeting of the Boards' Executive Committees for their review.

Mr. Callahan, Mr. Szabo and Ms. Sprauer answered questions raised by those present concerning stakeholder reactions to the announcement of the proposed affiliation (reported as all positive by Mr. Callahan), as well as concerning the federal and state regulatory review process.

OTHER BUSINESS

There being no further business the meeting adjourned at 9:52 a.m.

Respectfully Submitted,



Constance D. Sprauer
Secretary



**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Joint Executive Committees of the Board of Trustees Meeting
VIA WEBEX**

May 16, 2022

Present: R. Eberle, A. Case, D. Falck, R. Hevert, K. Callahan,

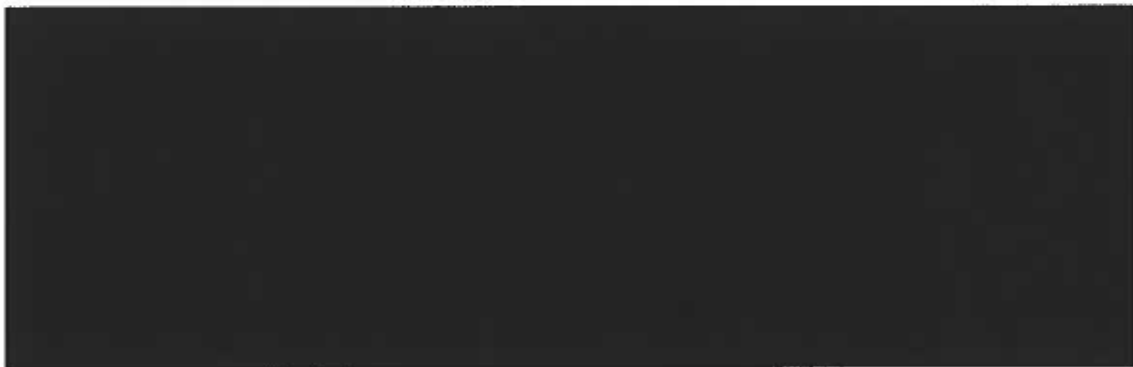
Invited Guests: N. Gialessas (Kaufman Hall), A. Casassa, D. Cresta, D. Spielman, C. Sprauer,
D. Szabo and J. Farside (Locke Lord), M. Whitney

A joint WebEx was held of the Exeter Health Resources, Inc. ("EHR") and Exeter Hospital Inc. ("EH"), Executive Committees on May 16 at 4:00 p.m.

Medical Staff Appointment / Application for ED



Financial Metrics for 2022 BSC and Current FY Forecast



Affiliation Agreement / Amended By-Laws Draft

Mr. Callahan led a discussion regarding the status of the proposed affiliation with Beth Israel Lahey Health focusing in particular on one, current regulatory considerations; and two, the current drafts of the Agreement for Affiliation and the restated by-laws of EHR.

There being no further business the WebEx meeting adjourned.

Respectfully Submitted,



Kevin J. Callahan
Secretary Pro Tem

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Joint Meeting of the Boards of Trustees
VIA WEBEX
May 27, 2022**

Present	R. Eberle, A. Case, S. Desjardins, C. Dominguez, D. Falck, C.D. Farmer, R. Hevert, M. Pangan, MD, N. Toumpas, S. Ward, R. Hollister, MD, K. Callahan (President), C. Sprauer (Secretary) and A. Casassa (Treasurer)
Present by Invitation	D. Cresta, N. Gialessas (Kaufman Hall), K. Gingras, N. Meehan, DO, D. Spielman, D. Szabo (Locke Lord), M. Whitney, D. Skillman (Recorder)

Mr. Callahan convened a joint WebEx meeting of the EHR and EH Boards of Trustees at 9:35 am, noting that all EHR and EH Trustees were present.

PROJECT MAPLE

Mr. Callahan provided an overview of the report (provided to the Boards in advance of the meeting) on the results of the "community listening" session that occurred on May 18th highlighting community feedback regarding the proposed BILH Affiliation. In particular, Mr. Callahan noted that there appeared to be widespread support for the proposed Affiliation from the over 100 participating community members. Additionally, Mr. Whitney reported on the multiple public forums in which he has participated and during which he discussed the proposed Affiliation with the attendees, stating that he also has received nothing but favorable feedback concerning it. There was discussion by the Board members regarding the community feedback and Mr. Callahan directed the Board to the supporting documentation prepared by Kaufman Hall.

Mr. Callahan and Mr. Szabo briefed the Board on the requirements of the state of New Hampshire's regulatory framework governing the proposed Affiliation, noting in particular that the Board should consider the community's feedback as it evaluates the proposed Agreement for Affiliation with BILH and the specific language therein. Mr. Callahan asked the Board if it felt as though the proposed form of the proposed Affiliation and the attendant language of the current draft of the Affiliation Agreement (which was provided to the Boards in advance of the meeting) needs to be modified in any way as a result of the Boards' deliberations regarding the community feedback that has been received thus far regarding the proposed Affiliation. After further discussion, the Boards' unanimous conclusion was that the proposed form of the Affiliation and the current draft of the Affiliation Agreement did not need modification.

Mr. Callahan and Mr. Szabo reviewed the progress toward completing the re-draft of the proposed EHR By-laws, Articles of Agreement and Affiliation Agreement for the Boards' consideration at its next joint meeting in June. Finally, Mr. Callahan and Mr. Szabo discussed the status of due diligence completion and the anticipated timing of the federal and state regulatory filings.

Mr. Callahan, Mr. Szabo, Ms. Sprauer and Mr. Glaessas answered questions raised by those present.

There being no further business the meeting adjourned at 10:25 a.m.

Respectfully Submitted,



Constance D. Sprauer
Secretary

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Joint Executive Committees of the Board of Trustees Meeting
VIA WEBEX
June 9, 2022**

Present:	R. Eberle, A. Case, D. Falck, R. Havert, K. Callahan.
Invited Guests	N. Gialessas (Kaufman Hall), A. Casassa, D. Cresta, D. Spielman, C. Sprauer, D. Szabo and J. Farside (Locke Lord), M. Whitney

A joint WebEx was held of the Exeter Health Resources, Inc. ("EHR") and Exeter Hospital Inc. ("EH"), Executive Committees on June 9 at 7:30 a.m.

AFFILIATION PROGRESS UPDATE

Mr. Callahan welcomed the members of the Executive Committees and invited guests. Mr. Callahan requested Mr. Farside to update the Committees on the status of federal and state regulatory review of the proposed affiliation. Subsequently Mr. Farside responded to several questions.

Next Mr. Callahan briefed the Committees on the status of documentation preparation for the proposed affiliation indicating that the draft amended by-laws and Articles of Agreement are not ready for the Committees' review at this stage and that he would like the Committees to focus on the current draft of the Affiliation Agreement that was provided to the Committees in advance of the meeting. Mr. Callahan and Mr. Szabo discussed several key elements regarding the draft Affiliation Agreement seeking the Committees' input regarding specific language in the Agreement. After extensive discussion by the Committees regarding the draft Affiliation Agreement, Mr. Szabo was requested to incorporate the Committees input into the continued drafting of the Affiliation Agreement.

Mr. Callahan briefed the Committees on the status of due diligence and also apprised the Committees that BILH leadership expected to bring its recommendation to approve entering into the Affiliation Agreement with EHR at the BILH Board meeting on June 17th 2022.

OTHER BUSINESS

There being no further business the WebEx meeting adjourned.

Respectfully Submitted,



Kevin J. Callahan
Secretary Pro Tem

**Exeter Health Resources, Inc. / Exeter Hospital, Inc.
Joint Meeting of the Boards of Trustees
VIA WEBEX
June 24, 2022**

Present	R. Eberle, A. Case, S. Desjardins, C. Dominguez, D. Falck, C.D. Farmer, R. Hevert, M. Pangan, MD, N. Toumpas, S. Ward, R. Hollister, MD, K. Callahan (President), C. Sprauer (Secretary) and A. Casassa (Treasurer)
Present by Invitation	D. Cresta, J. Farside (Locke Lord), N. Gialessas (Kaufman Hall), C. McAllister (UNH Student Intern), N. Meehan, DO, D. Spielman, D. Szabo (Locke Lord), M. Whitney, D. Skillman (Recorder)

Mr. Eberle convened a joint WebEx meeting of the EHR and EH Boards of Trustees at 8:30 am, noting that all EHR and EH Trustees were present.

Project Maple

Mr. Farside updated the Boards on the status of federal and state anti-trust regulatory review of the proposed affiliation with Beth Israel Lahey Health (BILH). Subsequently Mr. Farside responded to several questions about the processes.

Mr. Gialessas provided a brief overview of the slide deck (provided to the Boards in advance of the meeting) focusing on the yellow annotated call-outs intended to capture updates comparing underlying principles contained in the LOI with those key requirements contained in the most current draft of the Affiliation Agreement with BILH. Mr. Gialessas, Mr. Callahan and Mr. Szabo answered questions raised by those present regarding the status of the process.

Mr. Callahan pointed out that the Boards received in advance of the meeting the then most current drafts of the Affiliation Agreement, Amended By-laws and Amended Articles of Agreement (EHR/EH Governing Documents) as they pertain to the proposed BILH affiliation. At this time, Mr. Callahan and Mr. Szabo explained that additional language changes proposed by EHR/EH for the draft Governing Documents are still pending responses from BILH. Mr. Szabo subsequently briefed the Boards on the few remaining specific language changes that are being discussed with BILH as they pertain to the draft Governing Documents with Mr. Szabo indicating that the current draft Governing Documents materially represent what he would expect the final form of those Documents to become. Discussion ensued with Mr. Szabo, Ms. Sprauer and Mr. Callahan answering questions raised by those present.

Concluding the discussion, Mr. Eberle and Mr. Callahan requested the Boards to consider the draft resolutions previously provided to the Boards in advance of the meeting. Whereupon it was moved, seconded and the Boards unanimously:

VOTED: To jointly adopt the following resolutions:

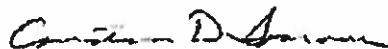
RESOLVED that the Agreement for Affiliation by and between Exeter Health Resources, Inc. ("EHR") and Beth Israel Lahey Health, Inc., together with the form of Restated Articles of Agreement and Amended and Restated Bylaws of EHR and of Exeter Hospital, Inc., ("EH") (together, the "EHR/EH Governing Documents") attached hereto as presented to the Boards are hereby approved.

RESOLVED, the Chief Executive Officer of EHR, is authorized and directed to execute and deliver such Agreement for Affiliation in substantially the form presented to the Boards, with such changes as he may approve, but only subject to prior consultation with the Executive Committees of the Boards, meeting jointly, with respect to any material changes. His execution and delivery of such Agreement shall be evidence of his approval thereof.

RESOLVED, the Chief Executive Officer and the other officers of EHR are hereby authorized and directed to take such actions, and execute and deliver other documents, certificates, and instruments as may be contemplated by the terms of such Affiliation Agreement and as are necessary and convenient for the completion of the transactions contemplated thereby.

There being no further business the meeting adjourned into an Executive Session of the Independent Members of the Boards at 9:45 a.m.

Respectfully Submitted,



Constance D. Sprauer
Secretary