

RESOLUTION

A special meeting of the Syracuse Local Development Corporation was convened in public session on June 30, 2023, at 8:00 o'clock a.m., local time, in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

The meeting was called to order by the Chair and upon the roll being duly called, the following members were:

PRESENT: Kathleen Murphy, Steven Thompson, Kenneth Kinsey, Rickey T. Brown

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Eric Ennis, Susan Katzoff, Esq., Amy Huber; Others Present: Dirk Sonneborn, Aggie Lane, Wendy Lougnot, Esq., Barry Lentz, Jeffery Davis, Esq., Peter King, Scott Dumas

The following resolution was offered by Rickey T. Brown and seconded by Kenneth Kinsey:

RESOLUTION AUTHORIZING THE AMENDMENT OF: (A) THE SYRACUSE LOCAL DEVELOPMENT CORPORATION TAX-EXEMPT MULTI-MODAL REVENUE BONDS, SERIES 2016 (CROUSE HEALTH HOSPITAL, INC. PROJECT), ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$42,620,000; AND (B) THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended and supplemented from time to time (the "*Act*"), Ordinance No. 67 (the "*Ordinance*") adopted by the Common Council of the City of Syracuse (the "*City*") on March 1, 2010, and approved by the Mayor of the City of Syracuse on March 2, 2010, and a certificate of incorporation filed on March 15, 2010 (the "*Certificate*" and collectively with the Act and the Ordinance, the "*Enabling Documents*"), the Syracuse Local Development Corporation (the "*Issuer*") was established as a not-for-profit local development corporation of the State of New York for the purposes of (a) promoting community and economic development and the creation of jobs in the non-profit and for-profit sectors for the citizens of the City by developing and providing programs for non-profit institutions, manufacturing and industrial businesses and other entities to access low-interest tax-exempt and non-tax-exempt financing for their eligible projects; and (b) undertaking projects and activities within the City for the purpose of relieving and reducing unemployment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the City by attracting new industry to the City or by encouraging the development of or retention of an industry in the City, and lessening the burdens of government and acting in the public interest; and

WHEREAS, pursuant to the Enabling Documents, the Issuer has the power to issue and sell one or more series of bonds to finance its authorized purposes and activities; and

WHEREAS, on March 9, 2016, the Issuer issued its Tax-Exempt Multi-Modal Revenue Bonds, Series 2016 (Crouse Health Hospital, Inc. Project) in the original principal amount of \$42,620,000 (the "**Bonds**") pursuant to a resolution adopted by the members of the Issuer on December 15, 2015, and an indenture of trust dated as of March 1, 2016 (the "**Original Indenture**"), by and between the Issuer and The Bank of New York Mellon (the "**Trustee**"), as trustee to the holders of the Bonds; capitalized terms used in this resolution and not otherwise defined have the meaning given to them in the Original Indenture; and

WHEREAS, the Issuer used proceeds of the Bonds to make a loan to Crouse Health Hospital, Inc. (the "**Hospital**"), for the purpose of assisting in providing financing to the Hospital for a project consisting of the following: (A)(i) the renovation of approximately 53,799 square feet within the Irving and Memorial Buildings to renovate the existing Emergency Services Department and relocate the existing Outpatient Urgent Care extension clinic into the main Hospital Emergency Services Department, and construction of an approximately 12,345 square foot third floor addition to the Witting Building to house mechanical, electrical and plumbing equipment for the Rapid Evaluation Unit and Internal Disposition Area, and an Emergency Department/Observation Suite pursuant to New York State Department of Health Certificate of Need Project Number 151302; (ii) the renovation of the existing ICU Suite, including the addition of seven (7) private ICU rooms, relocation of the existing Dialysis Suite from the Irving Building to the Memorial Building, renovation of the Memorial Building Medical Surgical Unit, (collectively, the "**Improvements**"), pursuant to New York State Department of Health Certificate of Need Project Number 151272-C; (B) the acquisition and installation in and around the Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the "**Equipment**" and together with the Improvements and the 1997A Improvements (as defined below), collectively referred to herein as the "**Facility**"); (C) the refunding of all or a portion of the Syracuse Industrial Development Agency Civic Facility Revenue Bonds (Crouse Health Hospital Inc. Project), Series 1997A (the "**Series 1997A Bonds**") the proceeds of which were applied to finance the cost of construction and renovation of certain facilities of the Hospital and to finance the acquisition and installation of certain equipment therein (collectively referred to herein as the "**1997A Improvements**"); and (D) the funding of a debt service reserve fund, if any, and certain other costs incidental to the issuance of the Bonds described below (subsections (A) though (D) being referred to herein as the "**Project**"); and

WHEREAS, pursuant to the Original Indenture, the Bonds were issued in three series consisting of the Syracuse Local Development Corporation Tax-Exempt Multi-Modal Revenue Bond, Series 2016A (Crouse Health Hospital, Inc. Project) (the "**Series 2016A Bond**"), the Syracuse Local Development Corporation Tax-Exempt Multi-Modal Revenue Bond, Series 2016B (Crouse Health Hospital, Inc. Project) (the "**Series 2016B Bond**") and the Syracuse Local Development Corporation Tax-Exempt Multi-Modal Revenue Bond, Series 2016C (Crouse Health Hospital, Inc. Project) (the "**Series 2016C Bond**"); and

WHEREAS, pursuant to a Series 2016A Bond Purchase Agreement dated as of March 9, 2016, by and among the Issuer, Berkshire Bank (the "**2016A Holder**") and the Hospital, the 2016A Holder purchased the Series 2016A Bond; and

WHEREAS, the 2016A Holder is the holder of 100% of the Series 2016A Bond; and

WHEREAS, the Series 2016B Bond is no longer Outstanding; and

WHEREAS, pursuant to a Series 2016C Bond Purchase Agreement dated as of March 9, 2016, by and among the Issuer, KeyBank National Association as successor by merger to First Niagara Bank, N.A. (the "**2016C Holder**" and with the Series 2016A Holder, the "**Holders**") and the Hospital, the 2016C Holder purchased the Series 2016C Bond; and

WHEREAS, the 2016C Holder is the holder of 100% of the Series 2016C Bond; and

WHEREAS, the Series 2016C Bond currently bears interest at the LIBOR Interest Rate which is determined by reference to the London interbank offer rate ("**LIBOR**") and pursuant to Section 2.02(a)(iii) of the Original Indenture, the Series 2016C Bond bears interest and is payable as set forth in the form of Series 2016C Bond attached to the Original Indenture; and

WHEREAS, in connection with the announcement on March 5, 2021 by the Financial Conduct Authority, as the regulatory supervisor of the administrator of LIBOR, of the cessation or loss of representativeness of 35 LIBOR benchmark settings, including USD LIBOR, and that publication of USD LIBOR settings for most tenors will cease immediately after June 30, 2023, the Issuer and the Trustee have been notified by the Hospital and the 2016C Holder (the "**Modification Request**") that both parties have determined to adopt a term Secured Overnight Financing Rate (SOFR) as a replacement for LIBOR with respect to the Series 2016C Bond and make modifications to the Series 2016C Bond and other Bond Documents necessary to implement the transition from LIBOR (such modifications being collectively referred to as the "**Modifications**"); and

WHEREAS, pursuant to the Continuing Covenant Agreement dated as of March 9, 2016, by and between the Hospital and the 2016A Holder, the consent of the 2016A Holder is required to an amendment to any Bond Document and the Hospital has requested that the 2016A Holder consent to the Modifications; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Law of the State of New York, as amended, (the "**SEQR Act**"), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "**Regulations**" and collectively with the SEQR Act, "**SEQRA**"), the Issuer must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Modifications; and

WHEREAS, pursuant to SEQRA, the Issuer has examined the Modifications in order to make a determination as to whether the Modifications are subject to SEQRA, and has determined that the Modifications constitute a Type II action under SEQRA; and

WHEREAS, in order to implement the Modifications, the Issuer, the Hospital, the Holders and the Trustee desire to enter into: (A) an omnibus amendment to indenture of

trust and related bond documents (the "*Omnibus Amendment*"), by and among the Issuer, the Hospital, the Holders and the Trustee, substantially in the form presented at this meeting; an amended Series 2016C Bond (the "*Amended Bond*"), substantially in the form presented at this meeting; and certain other documents modifying the terms of the Bond Documents (the Omnibus Amendment, the Amended Bond and such other documents are collectively hereinafter referred to as the "*Modification Documents*"); and

WHEREAS, in connection with the Modification Request, the Issuer now desires to approve the Modifications to the Bond Documents and the Series 2016C Bond and to authorize execution and delivery of the Modification Documents.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE SYRACUSE LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby approves the Modifications and the execution and delivery of the Modification Documents.

Section 2. The Chair, Vice Chair and Executive Director of the Issuer, acting individually ("*Authorized Representative*"), are hereby authorized, on behalf of the Issuer, to execute and deliver the Modification Documents and the other documents related thereto and, where appropriate, the Secretary of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the forms thereof approved by Bond Counsel and counsel to the Issuer, with such changes, variations, omissions and insertions as the Authorized Representative of the Issuer shall approve, the execution thereof by the Authorized Representative of the Issuer to constitute conclusive evidence of such approval.

Section 3. Neither the members nor officers of the Issuer, nor any person executing the Amended Bond (or any of the other Modification Documents) on behalf of the Issuer, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Amended Bond, and the interest thereon are not and shall never be a debt of the State of New York, the City of Syracuse, New York or any political subdivision thereof (other than the Issuer), and neither the State of New York, the City of Syracuse, New York nor any political subdivision thereof (other than the Issuer) shall be liable thereon.

Section 4. The Amended Bond together with interest payable thereon, are and shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from the operation, sale or other disposition of the Project or from the enforcement of the security provided by the Bond Documents and the other security pledged to the payment thereof.

Section 5. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of this resolution, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all

such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Modification Documents binding upon the Issuer.

Section 6. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

	<u>AYE</u>	<u>NAY</u>
Kathleen Murphy	X	
Steven Thompson	X	
Kenneth Kinsey	X	
Rickey T. Brown	X	

The foregoing resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ONONDAGA) ss.:

I, the undersigned, Rickey T. Brown, Secretary of the Syracuse Local Development Corporation, Syracuse, New York, **DO HEREBY CERTIFY:**

That I have compared the foregoing extract of the minutes of the meeting of the Syracuse Local Development Corporation including the resolution contained therein, held on June 30, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Syracuse Local Development Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Syracuse Local Development Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Syracuse Local Development Corporation present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Syracuse Local Development Corporation on 7/11/2023.

Syracuse Local Development Corporation

DocuSigned by:

65E35E032BE24D0...

Rickey T. Brown, Secretary

(S E A L)