

Date: March 28, 2023

At a meeting of the board of directors of the Oneida County Local Development Corporation (the “Issuer”), held at 584 Phoenix Drive, Rome, New York, on the 28th day of March, 2023, the following directors of the Issuer were:

Members Present – Rome, NY: David Grow, Steve Zogby, Mike Fitzgerald.

Members Present – Sarasota, FL: Ferris Betrus, Mary Faith Messenger, Kirk Hinman, Gene Quadraro.

EDGE Staff Present – Rome, NY: Steven J. DiMeo, Maureen Carney, Tim Fitzgerald, Laura Cohen, Mark Kaucher, Chris Lawrence, Hannah Phillips.

EDGE Staff Present – Sarasota, FL: Shawna Papale

EDGE Staff Present – WebEx: Bill Van Shufflin

Other Attendees: Mark Levitt, Levitt & Gordon; Rome Mayor Jackie Izzo, Jef Saunders, Saunder-Kahler LLP; Wade Abraham, Alder Creek Beverage.

Other Attendees – WebEx: Paul Goldman, Goldman Attorneys PLLC; Linda Romano and Laura Ruberto, Bond, Schoeneck & King; Shelby Pay, WUTR; John Herbrand and Charlie Monte Verde, Mohawk Adirondack & Northern Railroad; Alison Stanulevich, Horsht, LLC; Bob Pagano, Kris-Tech Wire; Patrick Colling and Greg Mountain, Collins Solar LLC; Gregg Evans, The Bonadio Group

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the amendment of the Issuer’s Tax-Exempt Multi-Mode Revenue Bonds (The Mary Imogene Bassett Hospital Project), Series 2015A.

Upon motion duly made and recorded, the following resolution was duly adopted by the Issuer with its members voting as follows:

Aye

Nay

David Grow

Michael Fitzgerald

Kirk Hinman

Mary Faith Messenger

Eugene Quadraro

Stephen Zogby

(Ferris Betrus abstained from the vote and all discussion)

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
ONEIDA COUNTY LOCAL DEVELOPMENT CORPORATION
AUTHORIZING AMENDMENT OF THE ISSUER'S TAX-
EXEMPT MULTI-MODE REVENUE BONDS (THE MARY
IMOGENE BASSETT HOSPITAL PROJECT), SERIES 2015A
AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, on September 15, 2015, the Oneida County Local Development Corporation (the "Issuer") issued its \$17,000,000 original principal amount Tax-Exempt Multi-Mode Revenue Bonds (The Mary Imogene Bassett Hospital Project), Series 2015A (the "Series 2015A Bonds") to finance a project (the "Project") for the benefit of The Mary Imogene Bassett Hospital (the "Company") consisting of (A) (i) the renovation and improvement of leased space occupied by the Institution (the "Leasehold Improvements") in the building located at 233 Genesee Street, Utica, New York (the "Facility") and (ii) the acquisition and installation in the Facility of machinery and equipment (the "Equipment") (the Leasehold Improvements and the Equipment being hereinafter collectively referred to as the "Project Facility"), to be used as an off-site data center for the Institution; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated to not exceed \$17,000,000 (the "Obligations"); (C) the payment of all or a portion of the costs incidental to the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; and (D) the making of a loan (the "Loan") of the proceeds of the Obligations to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer; and

WHEREAS, the Series 2015A Bonds were purchased and are currently held by M&T Bank (the "Bank"); and

WHEREAS, the Series 2015A Bonds currently bear interest at a variable rate based on the London Interbank Offering Rate ("LIBOR"); and

WHEREAS, the LIBOR administrators have announced that they will cease publication of LIBOR rates commencing in 2023; and

WHEREAS, the Bank and the Company have requested that the Issuer modify certain terms of the Series 2015A Bonds and the financing documents relating to the Series 2015A Bonds (the "Financing Documents"), in order to, among other things, provide for the replacement of LIBOR with an alternative interest rate index (the "Modifications"); and

WHEREAS, the Issuer has been advised by its bond counsel, Bond, Schoeneck & King, PLLC ("Bond Counsel"), that the proposed Modifications may, under certain circumstances, result in a deemed reissuance of the Series 2015A Bonds for federal tax purposes only; and

WHEREAS, the Issuer now desires to authorize and approve the amendment of the Series 2015A Bonds and Financing Documents to implement the Modifications, and authorize the execution and delivery of all necessary or appropriate documents.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE ONEIDA COUNTY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Board of Directors hereby approves the amendment, and/or the amendment and restatement, of the Series 2015A Bonds and the Financing Documents in order to implement the Modifications and to make any other changes as an Authorized Officer (hereinafter defined) deems necessary or appropriate.

Section 2. The Chairman and Vice Chairman of the Issuer (each, an “Authorized Officer”) are each hereby authorized, on behalf of the Issuer, to execute and deliver one or more amendments to the Series 2015A Bonds and the Financing Documents, and/or amend and restate the Series 2015A Bonds and Financing Documents, and to execute and deliver all documents necessary and incidental thereto, all in the form and substance as approved by an Authorized Officer of the Issuer. The execution of such documents by an Authorized Officer of the Issuer shall constitute conclusive evidence of the Issuer’s approval.

Section 3. The officers, employees, and agents of the Issuer are hereby authorized and directed for and in the name and or behalf of the Issuer to do all acts and things, and to execute and deliver all such additional certificates, instruments and documents, as may be necessary or in the opinion of the officer, employee, or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Series 2015A Bonds and the Financing Documents, as amended. None of the officers, members, directors, employees, representatives, or agents of the Issuer, however, shall have any personal liability under the Series 2015A Bonds or the Financing Documents.

Section 4. This resolution shall take effect immediately.

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

I, the undersigned, Secretary of the Oneida County Local Development Corporation, DO HEREBY CERTIFY that I have compared the annexed extract of the minutes of the meeting of the directors of the Oneida County Local Development Corporation (the “Issuer”) including the resolution contained therein, held on the 28th day of March, 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 Issuer 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 (i) all members of the Issuer had due notice of the meeting, (ii) said meeting was in all respects duly held, (iii) pursuant to Section 104 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with the Open Meetings Law, and (iv) there was a quorum of the members of the Issuer 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this __ day of _____, 2023.

Shawna M. Papale, Secretary