

**ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION**

Resolution No. CDC-20-08-08

(Canton Potsdam Hospital, Series 2010 Bonds, Amendment)

At a meeting of the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “Issuer”), held at the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York, on the 14th day of August, 2020, the following directors of the Issuer were:

MEMBER	PRESENT	ABSENT
Brian Staples	X	
Ernest LaBaff (via teleconference)	X	
Lynn Blevins	X	
Mark Hall	X	
Andrew McMahan		X
Steve Morrill		X
James Reagen	X	

The following persons were also present: IDA Staff (Patrick Kelly, Kimberly Gilbert (via teleconference), and Lori Sibley).

Upon motion duly made by Mr. LaBaff and seconded by Mr. Reagen, and recorded, the following resolution was duly adopted by the Issuer with its directors voting as follows:

MEMBER	AYE	NAY	ABSTAIN	ABSENT
Brian Staples	X			
Ernest LaBaff	X			
Lynn Blevins	X			
Mark Hall	X			
Andrew McMahan				X
Steve Morrill				X
James Reagen	X			

RESOLUTION OF THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION (THE "ISSUER") AUTHORIZING AMENDMENT OF THE ISSUER'S REVENUE BONDS (CANTON-POTSDAM HOSPITAL PROJECT), SERIES 2010 AND RELATED FINANCING DOCUMENTS.

WHEREAS, on August 30, 2010, the St. Lawrence County Industrial Development Agency Civic Development Corporation issued its Multi-Mode Civic Development Corporation Revenue Bonds (Canton-Potsdam Hospital Project), Series 2010 consisting of its \$8,015,000 Civic Development Corporation Multi-Mode Civic Development Corporation Revenue Bonds (Canton-Potsdam Hospital Project), Series 2010A (the "Series 2010A Bonds") and its \$9,705,000 Civic Development Corporation Multi-Mode Civic Development Corporation Revenue Bonds (Canton-Potsdam Hospital Project), Series 2010B (the "Series 2010B Bonds" and, together with the Series 2010A Bonds, the "Bonds") to finance a project (the "Project") for the benefit of Canton-Potsdam Hospital (the "Hospital") consisting of (A) (1) the construction of an approximately 10,090 square foot addition (the "Addition") to the Hospital's existing building located at 50 Leroy Street, Potsdam, New York ("the "Existing Facility") to create a comprehensive cancer treatment center; (2) renovation of the Existing Facility, including the modification and renovation of the existing emergency department and other improvements; (3) the acquisition and installation in the Existing Facility and the Addition of certain machinery and equipment (the "Equipment" and, together with the Existing Facility and the Addition, being collectively referred to as the "Project Facility"); (B) the refunding of the St. Lawrence County Industrial Development Agency Multi-Mode Variable Rate Civic Facility Revenue Bonds (Canton-Potsdam Hospital Project-Letter of Credit Secured), Series 2002 which financed prior construction and renovations of the Existing Facility; and (C) paying costs incidental to the financing thereof; and

WHEREAS, the Bonds were purchased and are currently held by KeyBank National Association (the "Bank"); and

WHEREAS, the Hospital and the Bank desire to modify the terms of the Bonds and the financing documents relating to the Bonds (the "Financing Documents"), including, but not limited to, modification of the interest rate formula, the terms upon which the Bonds may be redeemed or prepaid prior to maturity, and the date upon which the Bonds will be tendered for purchase by the Hospital (the "Modifications"); and

WHEREAS, immediately prior to, or simultaneous with, execution of the Modifications, the Bank will transfer and assign the Bonds and Financing Documents to Key Government Finance, Inc. ("KGF"); and

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

WHEREAS, the Issuer now desires to authorize and approve the amendment of the 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 ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby approves the amendment of the Bonds and the Financing Documents in order to implement the Modifications.

Section 2. The Chief Executive Officer, Chairman, Vice Chairman and Secretary 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 Bonds and the Financing Documents, and/or amended and restated Bonds and Financing Documents, and 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 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 Bonds or the Financing Documents.

Section 4. This resolution shall take effect immediately.

STATE OF NEW YORK)
) ss.:
COUNTY OF ST. LAWRENCE)

I, the undersigned, Secretary of the St. Lawrence County Industrial Development Agency Civic Development Corporation, DO HEREBY CERTIFY that I have compared the annexed extract of the minutes of the meeting of the directors of the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “Issuer”) including the resolution contained therein, held on August 14, 2020 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 14th day of August, 2020.

Mr. Lynn Blevins
Secretary