

Date: September 27, 2022

At a meeting of the Town of Brookhaven Local Development Corporation (the “**Issuer**”), held at Town of Brookhaven Town Hall, 1 Independence Hill, 2nd Floor Media Room, Farmingville, New York, on the 27th day of September, 2022, the following members of the Issuer were

Present: Frederick C. Braun III, Chairman
Felix J. Gucci, Jr., Vice Chair (via Zoom)
Martin Callahan, Treasurer
Gary Pollakusky, Asst. Secretary
Frank C. Trotta, Asst. Treasurer
Mitchell H. Pally, Member

Recused:

Excused: Ann-Marie Scheidt, Secretary

Also Present: Lisa M. G. Mulligan, Chief Executive Officer
Lori LaPonte, Chief Financial Officer
Jocelyn Linse, Executive Assistant
Terri Alkon, Administrative Assistant
Amy Illardo, Director of Marketing
John LaMura, Deputy Director
Annette Eaderesto, Esq., Counsel to the Agency
William F. Weir, Esq., Bond Counsel
Howard Gross, Esq., Transaction Counsel (via Zoom)

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 relating to the amendment of certain bond documents in connection with the Issuer’s Revenue Bonds, Series 2012A (John T. Mather Memorial Hospital of Port Jefferson New York, Inc. Project) and Revenue Bonds, Series 2013B Bonds (John T. Mather Memorial Hospital of Port Jefferson New York, Inc. Project).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

Braun
Gucci
Callahan
Trotta
Pollakusky
Pally

RESOLUTION APPROVING THE AMENDMENT OF A BOND PURCHASE AND LOAN AGREEMENT IN CONNECTION WITH THE TOWN OF BROOKHAVEN LOCAL DEVELOPMENT AGENCY'S REVENUE BONDS, SERIES 2012A (JOHN T. MATHER MEMORIAL HOSPITAL OF PORT JEFFERSON NEW YORK, INC. PROJECT) AND REVENUE BONDS, SERIES 2013B (JOHN T. MATHER MEMORIAL HOSPITAL OF PORT JEFFERSON NEW YORK, INC. PROJECT) AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, pursuant to and in accordance with the provisions of Section 1411 of the New York Not-for-Profit Corporation Law, as amended (collectively, the "**Act**"), the Town of Brookhaven Local Development Corporation (the "**Issuer**") was created with the authority and power to issue its revenue bonds for the purpose of, among other things, financing certain facilities as authorized by the Act; and

WHEREAS, the Issuer previously issued its Revenue Bonds, Series 2012A (John T. Mather Memorial Hospital of Port Jefferson, New York, Inc. Project) under Section 145 of the Internal Revenue Code of 1986, as amended (the "**Code**"), in the aggregate principal amount \$20,105,000 (the "**Series 2012A Bonds**"), for the benefit of John T. Mather Memorial Hospital of Port Jefferson, New York, Inc., a New York not-for-profit corporation and an organization described in Section 501 (c)(3) of the Code and exempt from federal income taxation pursuant to Section 501(a) of the Code (the "**Hospital**"), pursuant to the terms of a Bond Purchase and Loan Agreement, dated as of November 1, 2012 (the "**Bond Purchase and Loan Agreement**") by and among the Issuer, the Hospital and Manufacturers and Traders Trust Company (successor by merger to People's United Bank) (the "**Bond Purchaser**"); and

WHEREAS, the Issuer loaned the proceeds of the Series 2012A Bonds to the Hospital pursuant to the Bond Purchase and Loan Agreement to pay for the costs of the Series 2012A Project (as defined in the Bond Purchase and Loan Agreement), whereby the Hospital is obligated, among other things, to make loan payments to or for the account of the Issuer in amounts and at times so that such loan payments will be adequate to pay the principal of, premium, if any, and interest on the Series 2012A Bonds; and

WHEREAS, the Series 2012A Bonds were secured by an Obligation issued by the Hospital under a Master Trust Indenture, dated as of November 1, 2012 (the "**Master Trust Indenture**"), between the Hospital and the Bank of New York Mellon (the "**Master Trustee**"); and

WHEREAS, to secure its obligations under the Master Trust Indenture, the Hospital granted to the Master Trustee a mortgage lien on its Hospital campus and a pledge of its gross revenues; and

WHEREAS, the Issuer previously issued its Revenue Bonds, Series 2013B (John T. Mather Memorial Hospital of Port Jefferson, New York, Inc. Project) under Section 145 of the Code in the aggregate principal amount \$23,000,000 (the "**Series 2013B Bonds**"), for the Hospital, pursuant to the terms of an Indenture of Trust, dated as of

August 1, 2013 (the “**Indenture**”) and the Bank of New York Mellon (the “**Trustee**”); and

WHEREAS, the Issuer loaned the proceeds of the Series 2013B Bonds to the Hospital pursuant to the terms of a Loan Agreement, dated as of August 1, 2013 (the “**Series 2013B Loan Agreement**”) by and between the Issuer, whereby the Hospital is obligated, among other things, to make loan payments to or for the account of the Issuer in amounts and at times so that such loan payments will be adequate to pay the principal of, premium, if any, and interest on the Series 2012A Bonds; and

WHEREAS, the Series 2013B Bonds were secured by an Obligation issued by the Hospital under a Master Trust Indenture; and

WHEREAS, the Hospital has requested, pursuant to a letter dated September 20, 2022, that the Issuer consent to the amendment of the Bond Purchase and Loan Agreement and such other documents as may be required, in order to amend, among other things, the definition of Debt Service Coverage Ratio relating to the 2012A Bonds with respect to the Series 2013B Bonds, amend and/or waive certain covenants in Section 7.15(c) of the Bond Purchase and Loan Agreement, waive any Events of Default arising with respect to said Section 7.15(c), and to execute and deliver termination documents with respect to the Series 2012A Bonds when they are redeemed in December 2022; and

NOW, THEREFORE, BE IT RESOLVED by the Town of Brookhaven Local Development Corporation (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The execution and delivery of an Amendment to Bond Purchase and Loan Agreement, dated a date not yet determined (the “**Amendment to Bond Purchase and Loan Agreement**”), by and among the Bond Purchaser, the Hospital and the Issuer and consented to, if required, by the Trustee and the Master Trustee, and amendments to such other bond documents for the Series 2012A Bonds and the Series 2013B Bonds, addressing the matters addressed in the modification of the Bond Purchase and Loan Agreement and the termination documents (the “**Termination Documents**”) with respect to the Series 2012A Bonds and such other documents as may be required (the documents referenced in this Section 1 being, collectively, the “**Issuer Documents**”), each being substantially in the form approved by the Chairman or the Chief Executive Officer of the Issuer, are hereby authorized. The Chairman or the Chief Executive Officer of the Issuer are hereby authorized to execute, acknowledge and deliver each such Issuer Documents. The execution and delivery of each such Issuer Documents by said officer shall be conclusive evidence of due authorization and approval.

Section 2. In consequence of the foregoing, the Issuer hereby determines to amend the Bond Purchase and Loan Agreement pursuant to and in accordance with the Amendment to Bond Purchase and Loan Agreement and to execute and deliver the Termination Documents.

Section 3. The Issuer is hereby authorized to amend the Bond Purchase and Loan Agreement pursuant to and in accordance with the Amendment to Bond Purchase and Loan Agreement and to execute and deliver the Amendment to Bond Purchase and Loan Agreement and the Termination Documents and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Issuer with respect to such amendment are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Amendment to Bond Purchase and Loan Agreement and the Termination Documents (in substantially the form presented to the Issuer and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5. The Chairman or the Chief Executive Officer of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman or the Chief Executive Officer of the Issuer shall approve. The execution thereof by the Chairman or the Chief Executive Officer of the Issuer shall constitute conclusive evidence of such approval.

Section 6. 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 the Issuer Documents, 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 the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Issuer Documents binding upon the Issuer.

Section 7. This resolution shall take effect immediately.

STATE OF NEW YORK)
) ss:
COUNTY OF SUFFOLK)

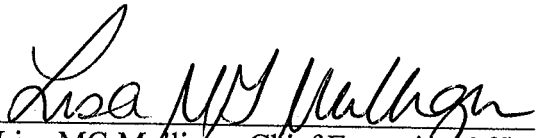
I, the undersigned Chief Executive Officer of the Town of Brookhaven Local Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Local Development Corporation (the “**Issuer**”), including the resolutions contained therein, held on the 27th day of September, 2022, 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 resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Issuer Documents contained in this transcript of proceedings are each in substantially the form presented to the Issuer and approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), (ii) said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 27, 2022.


Lisa MG Mulligan, Chief Executive Officer