

Date: March 25, 2020

At a meeting of the Town of Brookhaven Local Development Corporation (the “**Issuer**”), held electronically via conference call, on the 25th day of March, 2020, on the 25th day of March, 2020, the following members of the Issuer were:

Present: Frederick C. Braun III
Felix J. Grucci, Jr.
Martin Callahan
Ann-Marie Scheidt
Gary Pollakusky
Frank C. Trotta

Recused: Frederick C. Braun, III
Felix J. Grucci, Jr.

Excused: Scott Middleton

Also Present: Lisa MG Mulligan, Chief Executive Officer

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 issuance and sale of the Issuer’s proposed Revenue Bonds (Long Island Community Hospital Project) Series 2020, in an aggregate principal amount presently estimated to be approximately \$66,000,000 but not to exceed \$85,000,000 (the “**Series 2020 Bonds**”).

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

Voting Aye

Braun
Callahan
Scheidt
Pollakusky
Trotta

Voting Nay

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF THE ISSUER'S REVENUE BONDS (LONG ISLAND COMMUNITY HOSPITAL PROJECT) SERIES 2020 IN THE AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE APPROXIMATELY \$66,000,000 BUT NOT TO EXCEED \$85,000,000 MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT AND REQUESTING TOWN SUPERVISOR OF THE TOWN OF BROOKHAVEN, NEW YORK TO APPROVE THE ISSUANCE OF THE BONDS.

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 and/or refinancing the acquisition, construction, renovation and equipping of certain facilities as authorized by the Act; and

WHEREAS, Brookhaven Memorial Hospital Medical Center, Inc., a New York not-for-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") and exempt from federal income taxation pursuant to Section 501(a) of the Code, and doing business as Long Island Community Hospital (the "**Hospital**"), has applied to the Issuer to issue its Revenue Bonds (Long Island Community Hospital Project) Series 2020, as qualified 501(c)(3) bonds under Section 145 of the Code, in an aggregate principal amount presently estimated to be approximately \$66,000,000 but not to exceed \$85,000,000 (the "**Series 2020 Bonds**"), the proceeds of which will be used for the following purposes (collectively, the "**Project**"):

- (A) the refinancing of the Town of Brookhaven Industrial Development Agency's (the "**Agency**") \$20,000,000 Civic Facility Revenue Refunding Bonds, Series 2006A (Brookhaven Memorial Hospital Medical Center, Inc. Civic Facility) (the "**Series 2006A Bonds**"), the proceeds of which Series 2006A Bonds were used to (a) advanced refund the Agency's \$20,000,000 Civic Facility Revenue Bonds, Series 2000A (Brookhaven Memorial Hospital Medical Center, Inc. Civic Facility) (the "**Series 2000A Bonds**"), the proceeds of which Series 2000A Bonds were used for (i) the construction, renovation, equipping and expansion of an approximately 28,000 square foot emergency department (the "**Emergency Department**") located on the Hospital's 35-acre main hospital campus at 101 Hospital Road, in Patchogue, Town of Brookhaven, Suffolk County, New York (the "**Main Campus**"), (ii) the refinancing of all or a portion of a taxable loan entered into on July 20, 1999 from The Dime Savings Bank of New York to the Hospital, with a principal balance of approximately \$6,300,000, which taxable loan financed renovations at the Hospital's outpatient facility located at 101-147 West Main Street, in the Village of Patchogue, Town of Brookhaven,

Suffolk County, New York (the “**Outpatient Facility**”) and refinanced a tax exempt loan from the Dormitory Authority of the State of New York (“**DASNY**”) to the Hospital in 1974 that financed or refinanced certain improvements at the Main Campus including an additional two stories on the Hospital’s existing “T” wing, construction of a new “North” Wing, renovation of existing areas of the Hospital, the expansion of existing service areas, the construction of a sewage treatment plant, and certain other capital expenditures all relating to the Hospital’s Main Campus (the “**Miscellaneous Main Campus Improvements and Equipment**” and, together with the Emergency Department and the Outpatient Facility, the “**2000 Facility**”); (iii) funding a debt service reserve fund; and (iv) paying all costs of the issuance of the Series 2000A Bonds and other costs incidental thereto (collectively, the “**2000 Project**”); and (b) pay a portion of the costs of issuance of the Series 2006A Bonds (collectively, the “**2006 Project**”); and

- (B) the refinancing of the Issuer’s \$17,500,000 Revenue Bonds, Series 2014A (Brookhaven Memorial Hospital Medical Center, Inc. Project) (the “**Series 2014A Bonds**”) and its \$17,500,000 Revenue Bonds, Series 2014B (Brookhaven Memorial Hospital Medical Center, Inc. Project) (the “**Series 2014B Bonds**”, and together with the Series 2014A Bonds, the “**Series 2014 Bonds**”), the proceeds of which Series 2014 Bonds were used for (a) the acquisition, development, construction, renovation, installation, equipping, improvement and upgrade of the Hospital and the Hospital’s campus facilities located on the Main Campus, including, but not limited to, design, development, construction and equipping of (i) a modular unit to provide catheterization and other clinical or support services, (ii) the Knapp Cardiac Center, a three-story, approximately 60,000-square-foot addition to the existing main hospital that will house a centralized suite for cardiac catheterization labs, a four-room operating suite and a post-anesthesia care unit, (iii) a new lobby entrance and common area, as well as an approximately 12,500-square-foot mechanical penthouse, and (iv) the renovation of certain space in the existing main hospital building in connection with the new construction and the relocation of certain services (collectively, the “**2014 Hospital Improvements**”), all for use by the Hospital in the providing of inpatient and ambulatory health care services to the community; (b) the refinancing of two term loans held by TD Bank, N.A., with a then outstanding balance of \$12,479,100.16, the proceeds of which were used to pay the costs of (i) constructing and equipping a one-story, approximately 5,500-square-foot sewer treatment plant and (ii) upgrading the Hospital’s electrical system, all on the Main Campus (the “**2014 Refinanced Improvements**”, and together with the 2014 Hospital Improvements, the “**2014 Facility**”); and (c) the payment of all or a portion of the costs incidental to the issuance of the Series 2014 Bonds, including issuance costs of the Series 2014 Bonds and capitalized interest (collectively, the “**2014 Project**”); and

- (C) the refinancing of multiple Capital Equipment Leases totaling not more than \$7,000,000, the proceeds of which were used to purchase critical pieces of hospital equipment including IT hardware (incl. processors, memory kits, external hard drives, computers, etc.), IT software (incl. software upgrades, software licenses, email encryption licenses, data protection licenses, etc.), batteries, ph recorder, vacuum pumps, new HVAC systems, MRI machine (and accompanying equipment), CAT scanners, multiple patient monitors, multiple ventilators, telemetry upgrades, and other medical equipment all located on the Hospital's Main Campus (collectively, the "**Capital Lease Equipment**"); and
- (D) the financing, refinancing, or reimbursement of approximately \$15,000,000 of the acquisition, construction, renovation, installation, equipping, improvements, or upgrade costs on the Hospital's Main Campus including, but not limited to, (i) interior renovations, including renovations to lighting, flooring and doors, the HVAC system, electrical systems, storage facilities, the Hospital's sewage treatment plant, and the Hospital's power plant, as well as renovations to the Hospital's Behavioral Health Areas to comply with certain regulatory requirements and any renovations necessary to install and operate the 2020 Equipment (defined below) (the "**2020 Improvements**"), and (ii) the acquisition and installation of certain equipment, including information technology and computer equipment; beds, stretchers, and other furniture; imaging, diagnostic, blood bank, laboratory, and other medical and surgical equipment (the "**2020 Equipment**" and together with the Capital Lease Equipment, and the 2020 Improvements, the "**2020 Facility**", and together with the 2000 Facility and the 2014 Facility, the "**Facility**"); and
- (E) paying all or a portion of the costs incidental to the issuance of the Series 2020 Bonds, including issuance costs of the Series 2020 Bonds and any reserve funds as may be necessary to secure the Series 2020 Bonds.

WHEREAS, the Hospital and the State University of New York acting through Stony Brook University Hospital ("**Stony Brook University Hospital**") have entered in a letter of intent to explore a possible affiliation between them. If the affiliation is completed, it is anticipated that the Hospital will lease the Facility to Stony Brook University Hospital; and

WHEREAS, the proceeds of the Series 2020 Bonds will be loaned by the Issuer to the Hospital for the financing of the Project, pursuant to the Act; and

WHEREAS, the Act authorizes and empowers the Issuer to issue its revenue bonds to promote, develop, encourage and assist projects such as the Project and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, a public notice of public hearing will be given as required by Section 147(f) of the Code, the notice of which (together with proof of publication) is substantially in the form annexed hereto as Exhibit A and such notice complies with all requirements of the Code; and

WHEREAS, a public hearing (the “**Public Hearing**”) will be held to hear all persons with views in favor of or opposed to the issuance of the Series 2020 Bonds, the Project, and the other financial assistance contemplated by the Issuer, the minutes of which are substantially in the form annexed hereto as Exhibit B; and

WHEREAS, the Issuer has proposed to loan the proceeds of the Series 2020 Bonds to the Hospital pursuant to a Loan Agreement, to be dated as of May 1, 2020, or such other date as may be determined (the “**Loan Agreement**”), to pay for the costs of the financing of the Project, whereby the Hospital will be 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 2020 Bonds; and

WHEREAS, the Series 2020 Bonds will be further secured by Obligation No. 1 delivered with respect to the Series 2020 Bonds (the “**Series 2020 Obligation**”) issued under the Master Trust Indenture, dated as of May 1, 2020 or such other date as may be determined (the “**Master Indenture**”), by and between the Hospital as the sole member of the Obligated Group (as defined in the Master Indenture) and U.S. Bank National Association, as master trustee (the “**Master Trustee**”), and under the Supplemental Indenture for Obligation No. 1 dated as of May 1, 2020 or such other date as may be determined (the “**Supplemental Indenture**”); and

WHEREAS, the Series 2020 Obligation will be secured by a Mortgage and Security Agreement on the Main Campus dated May 1, 2020 or such other date as may be determined (the “**Mortgage**”) from the Hospital to the Master Trustee, and a pledge of the Hospital’s gross revenues; and

WHEREAS, in addition to the issuance of the Series 2020 Bonds, the Issuer contemplates that it will provide financial assistance to the Hospital in connection with the Project in the form of exemptions from mortgage recording taxes in connection with the financing of the Project, consistent with the policies of the Issuer; and

WHEREAS, by Certificate of Approval to be executed prior to the issuance of the Series 2020 Bonds by the Honorable Edward P. Romaine, Supervisor of Town of Brookhaven, New York (the “**Town Supervisor**”), the “applicable elected representative” as required under Section 147(f) of the Code will have approved the issuance of the Series 2020 Bonds; and

WHEREAS, the Issuer shall not execute the Bond Purchase Agreement (as defined herein) or issue the Series 2020 Bonds until the Public Hearing has been held and the Town Supervisor has executed the Certificate of Approval, all as required under Section 147(f) of the code; and

WHEREAS, the Hospital has received a commitment from UBS Financial Services Inc. (the “**Underwriter**”) to sell the Series 2020 Bonds in accordance with the Bond Purchase Agreement (as hereinafter defined) in the aggregate principal amount presently estimated to be \$66,000,000 but not to exceed \$85,000,000, in minimum authorized denominations of \$5,000 if the Series 2020 Bonds receive from at least one ratings agency an investment grade rating (a rating of BBB- or higher from S&P Global Ratings or Fitch Ratings, or a rating of Baa3 or higher from Moody’s Investor Service), or otherwise in minimum authorized denominations of \$100,000 or \$100,000 plus integral multiples of \$5,000 (the “**Minimum Authorized Denominations**”); and

WHEREAS, the Series 2020 Bonds may be insured by a bond insurer upon such terms as the Hospital may agree, as such terms shall be set forth in the Indenture (as defined herein); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “**SEQR Act**” or “**SEQR**”), the Issuer constitutes a “State Agency”; and

WHEREAS, to aid the Issuer in determining whether the Project and the issuance of the Series 2020 Bonds may have a significant effect upon the environment, the Hospital prepared and submitted to the Issuer an Environmental Assessment Form (“**EAF**”) and related documents (the “**Questionnaire**”) with respect to the Project, a copy of which is on file at the office of the Issuer; and

WHEREAS, the Questionnaire has been reviewed by the Issuer; and

WHEREAS, the Hospital has agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the issuance of the Series 2020 Bonds and the financing of the Project;

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. Based upon the Environmental Assessment Form completed by the Hospital and reviewed by the Issuer and other representations and information furnished by the Hospital regarding the Facility, the Issuer determines that the action relating to the construction, renovation, equipping, and operation of the Facility is an “unlisted” action, as that term is defined in the SEQR Act. The Issuer also determines that the issuance of the Series 2020 Bonds and the financing of the Project will not have a “significant effect” on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQRA. Notice of this determination shall be filed to the extent required by the applicable regulations under that Act or as may be deemed advisable by the Chairman, Chief Executive Officer or Bond Counsel to the Issuer.

Section 2. The Issuer hereby finds and determines:

(a) By virtue of the Act, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The (i) financing of the Project and (ii) lending of the proceeds of the Series 2020 Bonds pursuant to the Loan Agreement will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(c) It approves of the location of the site of the Facility; and

(d) Based upon representations and warranties of the Hospital, the Facility conforms with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Project is located; and

(e) The financing of the Project is reasonably necessary to induce the Hospital to maintain and expand its operations within the State of New York; and

(f) The Facility and the operations conducted therein will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York or the Town of Brookhaven; and

(g) The Facility and the operations conducted therein will not have a significant effect on the environment, as determined in accordance with the SEQR Act; and

(h) It is desirable and in the public interest for the Issuer, subject to the holding of the Public Hearing and the execution of the Certificate of Approval by the Town Supervisor, to issue and sell the Series 2020 Bonds in the aggregate principal amount presently estimated to be \$66,000,000 but not to exceed \$85,000,000, in the Minimum Authorized Denominations, upon the terms and conditions set forth in a certain Bond Purchase Agreement, dated a date to be determined (the **"Bond Purchase Agreement"**), by and among the Issuer, the Underwriter, and the Hospital for the purpose of financing the costs of the Project, together with necessary incidental expenses in connection therewith; and

(i) The Indenture of Trust, to be dated as of May 1, 2020 or such other date as may be determined by the Chairman, Vice Chairman or Chief Executive Officer and Bond Counsel (the **"Indenture"**), will be an effective instrument which, among other things, secures the Series 2020 Bonds, assigns to U.S. Bank National Association, as trustee (the **"Trustee"**), certain rights and remedies of the Issuer under the Loan Agreement and authorizes the Trustee to accept and execute trusts of the character set forth in the Indenture, and if applicable, sets forth terms with respect to the bond insurance on the Series 2020 Bonds; and

(j) The Loan Agreement will be an effective instrument whereby the Issuer will loan the proceeds of the Series 2020 Bonds to the Hospital; and

(k) The Promissory Note, dated the date of issuance of the Series 2020 Bonds (the “**Note**”), from the Hospital to the Issuer and endorsed by the Issuer to the Trustee (the “**Endorsement to Promissory Note**”), will be an effective instrument evidencing the Hospital’s obligation to make loan payments to the Issuer; and

(l) The Tax Regulatory Agreement, dated the date of issuance of the Series 2020 Bonds, by and between the Hospital and the Issuer and acknowledged by the Trustee (the “**Tax Regulatory Agreement**”), will be an effective instrument whereby the Hospital and the Issuer set forth certain representations, expectations, conditions and covenants establishing compliance with the restrictions imposed by the Code relating to hearings and approval by the Issuer, activities of the Hospital, the Series 2020 Bonds, the Project, the Facility and the application of the proceeds of the Series 2020 Bonds; and

(m) The proposed form of the Preliminary Official Statement (the “**Preliminary Official Statement**”) and the final Official Statement (the “**Final Official Statement**”; and, together with the Preliminary Official Statement, the “**Official Statement**”), distributed by the Underwriter and the Hospital in connection with the issuance of the Series 2020 Bonds, contains true and accurate information regarding the ability of the Issuer to issue the Series 2020 Bonds, and the information contained therein regarding the Issuer, the Series 2020 Bonds, the Bond Purchase Agreement, the Indenture, and the Loan Agreement, is hereby approved; and

(n) Based on representations by the Hospital, as reviewed by Bond Counsel, under Section 103(a) and Section 145(a) of the Code and the applicable regulations of the Department of Treasury promulgated thereunder, the interest on an issue of revenue bonds issued by a local development corporation of a State for certain facilities for use by an organization described in Section 501(c)(3) of the Code is excludable from gross income for federal income tax purposes, subject to the limitations and requirements of the Code.

Section 3. In consequence of the foregoing, the Issuer hereby determines to: (i) issue and sell the Series 2020 Bonds to the Underwriter pursuant to and in accordance with the Bond Purchase Agreement, (ii) use the proceeds of the Series 2020 Bonds to finance all or a portion of the costs of the Project, (iii) loan the proceeds of the Series 2020 Bonds to the Hospital pursuant to the Loan Agreement, (iv) secure the Series 2020 Bonds by vesting certain powers and duties in the Trustee pursuant to the Indenture, and by assigning to the Trustee certain of the Issuer’s rights and remedies under the Loan Agreement, and the Note, and (v) file the Information Return for Private Activity Bond Issues, Form 8038 (the “**Information Return**”) in the manner and at the places provided in the Code.

Section 4. The Issuer is hereby authorized to loan the proceeds of the Series 2020 Bonds to the Hospital pursuant to the terms of the Loan Agreement and to do all

things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Issuer with respect to such loan are hereby approved, ratified and confirmed.

Section 5. The Issuer is hereby authorized to issue and execute, sell and deliver the Series 2020 Bonds to the Underwriter in the aggregate principal amount presently estimated to be \$66,000,000 but not to exceed \$85,000,000, in the Minimum Authorized Denominations, pursuant to the Act and in accordance with the Indenture provided that:

(a) The Series 2020 Bonds shall (i) be issued, executed and delivered at such time as the Chairman or the Chief Executive Officer of the Issuer shall determine, subject the holding of the Public Hearing and the execution by the Town Supervisor of the Certificate of Approval, and (ii) bear interest at the rates, be subject to redemption prior to maturity, and have such other provisions and be issued in such manner and on such conditions as set forth in the Series 2020 Bonds, the Bond Purchase Agreement and the Indenture, which terms are specifically incorporated herein with the same force and effect as if fully set forth herein.

(b) The Series 2020 Bonds shall be issued solely for the purpose of providing funds to finance all or a portion of the costs of the Project including, without limitation, funding reserve funds with respect to the Series 2020 Bonds, if required and to pay certain costs of issuance, including without limitation the administrative, legal, financial and other expenses of the Issuer incurred in connection with the financing of the Project and which are incidental to the issuance of the Series 2020 Bonds.

(c) The Series 2020 Bonds and the interest thereon are not and shall never be a debt of the State of New York or the Town of Brookhaven, and neither the State of New York nor the Town of Brookhaven, shall be liable thereon.

(d) The Series 2020 Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts derived from the Hospital or from the enforcement of the security provided by the Loan Agreement and the Series 2020 Obligation.

(e) Notwithstanding any other provision of this resolution, the Issuer covenants that it will make no use of the proceeds of the Series 2020 Bonds or of any other funds which, if such use were reasonably expected on the date of issue of the Series 2020 Bonds, would cause the Series 2020 Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

Section 6.

(a) The Chairman, the Chief Executive Officer, and all members of the Issuer are hereby authorized, on behalf of the Issuer, subject to the holding of the Public Hearing and the execution by the Town Supervisor of the Certificate of Approval, to execute and deliver the Bond Purchase Agreement, the Indenture, the Loan Agreement, the Endorsement to Promissory Note, the Tax Regulatory Agreement, the Official Statement and the Series 2020 Bonds (hereinafter collectively called the "**Financing**

Documents”) and the Information Return, and, where appropriate, the Secretary or any assistant secretary of the Issuer is hereby authorized to affix the seal of the Issuer to the Series 2020 Bonds, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Chief Executive Officer, or any member of the Issuer shall approve. The execution thereof by the Chairman, the Chief Executive Officer, or any member of the Issuer shall constitute conclusive evidence of such approval.

(b) The Chairman, the Chief Executive Officer, and all members of the Issuer are further hereby authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in the Indenture).

(c) The Chairman and the Chief Executive Officer are each hereby authorized on behalf of the Issuer to deem the Preliminary Official Statement final for purposes of Rule 15c-2-12 under the Securities Exchange Act of 1934, as amended, with such changes therein as shall be approved by such officers upon the advice of counsel to the Issuer and Bond Counsel, and such officers shall on behalf of the Issuer authorize and approve the execution, delivery and distribution of the Official Statement in connection with the offer and sale of the Series 2020 Bonds.

Section 7. 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 Financing 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 Financing Documents binding upon the Issuer.

Section 8.

(a) It is desirable and in the best interest of the Issuer that, in connection with the issuance of the Series 2020 Bonds, the Series 2020 Bonds be qualified or registered for offer in various states authorized by the Issuer and that each of the members, officers, employees and agents of the Issuer be, and they hereby are each, authorized to determine the states in which appropriate action shall be taken to qualify or register for offer all or such part of the Series 2020 Bonds as said members, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed); that each of said members, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer, in connection with the proposed sale of the Series 2020 Bonds, which they may deem necessary or appropriate to obtain licenses or permits, or register, qualify or notice the Series 2020 Bonds for offering and issuance under the securities or Blue Sky laws of such of the various states as each of said members, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed), and in connection with such registrations, licenses, permits,

qualifications or notices, to execute and file for and on behalf of the Issuer all such applications, notices, reports, issuer's covenants, resolutions, irrevocable consents to service of process (including appointment of a designated state official to act as agent to receive process), powers of attorney and information, and to take all such further action as any of them may deem necessary or desirable to keep in effect such registrations, licenses, permits, qualifications or notices or to comply with the requirements of any regulatory commission whose approval or notification with respect to the Series 2020 Bonds may be required (and any such action taken to date is hereby approved, ratified and confirmed); and that the execution by such members, officers, employees and agents of the Issuer of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor and the approval by the Issuer of the papers and documents so executed and the action so taken (and any such action taken to date is hereby approved, ratified and confirmed).

(b) The Issuer hereby adopts the form of any resolution required by any state authority to be filed in connection with any application, consent to service of process or other document mentioned in the foregoing resolution if (i) in the opinion of a member, officer, employee or agent of the Issuer the adoption of such a resolution is necessary or advisable, and (ii) the Secretary or Assistant Secretary of the Issuer evidences such adoption by attaching to the minutes of this meeting copies of such resolutions, which will thereupon be deemed to have been adopted by the Issuer with the same force and effect as if originally attached to the minutes of this meeting (and any such action taken to date is hereby approved, confirmed and ratified).

(c) The Issuer hereby resolves that each of such members, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer in connection with the proposed issuance and offering of the Series 2020 Bonds which they may deem necessary or appropriate to render the Series 2020 Bonds legal for investment by savings banks, insurance companies, trust funds and any other Hospitals in such other of the various states as such members, officers, employees or agents may deem advisable (and any such action taken to date is hereby approved, confirmed and ratified).

Section 9. This resolution shall take effect immediately and the Series 2020 Bonds are hereby ordered to be issued in accordance with this resolution.

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 25th day of March, 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 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 Indenture, the Loan Agreement, the Endorsement of Promissory Note, the Bond Purchase Agreement, the Tax Regulatory Agreement, the Preliminary Official Statement, the Official Statement, the Information Return and the Series 2020 Bonds 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, because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020, suspending the Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, the Issuer's Board Meeting on March 25, 2020 (the "Board Meeting"), was held electronically via conference call instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Issuer's website, to listen to the Board Meeting by calling (712) 770-5505 and entering access code 884-124, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Issuer's website, and that all members of said Issuer had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand of said Issuer as of the 25th day of March, 2020.


Chief Executive Officer

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "**Code**"), will be held by the Town of Brookhaven Local Development Corporation (the "**Issuer**") on the ____ day of _____, 2020 at _____m., local time, at the Town of Brookhaven Department of Economic Development, 1 Independence Hill, 2nd Floor, Farmingville, New York, in connection with the following matters:

Brookhaven Memorial Hospital Medical Center, 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, and doing business as Long Island Community Hospital (the "**Hospital**"), has submitted a proposal to the Issuer, that the Issuer issue in one or more series as part of a plan of financing its Revenue Refunding Bonds, Series 2020 (Long Island Community Hospital Project) as qualified 501(c)(3) bonds under Section 145 of the Code, in the aggregate principal amount presently estimated to be approximately \$66,000,000 but not to exceed \$85,000,000 (the "**Series 2020 Bonds**"), the proceeds of the Series 2020 Bonds will be loaned to the Hospital and applied to pay, or reimburse the Hospital for paying, the costs of the following hospital facilities and equipment (collectively, the "**Project**"):

- (A) the refinancing of the Town of Brookhaven Industrial Development Agency's (the "**Agency**") \$20,000,000 Civic Facility Revenue Refunding Bonds, Series 2006A (Brookhaven Memorial Hospital Medical Center, Inc. Civic Facility) (the "**Series 2006A Bonds**"), the proceeds of which Series 2006A Bonds were used to (a) advanced refund the Agency's \$20,000,000 Civic Facility Revenue Bonds, Series 2000A (Brookhaven Memorial Hospital Medical Center, Inc. Civic Facility) (the "**Series 2000A Bonds**"), the proceeds of which Series 2000A Bonds were used for (i) the construction, renovation, equipping and expansion of an approximately 28,000 square foot emergency department (the "**Emergency Department**") located on the Hospital's 35-acre main hospital campus at 101 Hospital Road, in Patchogue, Town of Brookhaven, Suffolk County, New York (the "**Main Campus**"), (ii) the refinancing of all or a portion of a taxable loan entered into on July 20, 1999 from The Dime Savings Bank of New York to the Hospital, with a principal balance of approximately \$6,300,000, which taxable loan financed renovations at the Hospital's outpatient facility located at 101-147 West Main Street, in the Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the "**Outpatient Facility**") and refinanced a tax exempt loan from the Dormitory Authority of the State of New York ("**DASNY**") to the Hospital in 1974 that financed or refinanced certain improvements at the Main Campus including an additional two stories on the Hospital's existing "T" wing, construction of a new "North" Wing, renovation of existing areas of the Hospital, the expansion of existing service areas, the construction of a sewage treatment plant, and certain other capital expenditures all relating to the Hospital's Main Campus

(the “**Miscellaneous Main Campus Improvements and Equipment**” and, together with the Emergency Department and the Outpatient Facility, the “**2000 Facility**”); (iii) funding a debt service reserve fund; and (iv) paying all costs of the issuance of the Series 2000A Bonds and other costs incidental thereto (collectively, the “**2000 Project**”); and (b) pay a portion of the costs of issuance of the Series 2006A Bonds (collectively, the “**2006 Project**”); and

- (B) the refinancing of the Issuer’s \$17,500,000 Revenue Bonds, Series 2014A (Brookhaven Memorial Hospital Medical Center, Inc. Project) (the “**Series 2014A Bonds**”) and its \$17,500,000 Revenue Bonds, Series 2014B (Brookhaven Memorial Hospital Medical Center, Inc. Project) (the “**Series 2014B Bonds**”), and together with the Series 2014A Bonds, the “**Series 2014 Bonds**”), the proceeds of which Series 2014 Bonds were used for (a) the acquisition, development, construction, renovation, installation, equipping, improvement and upgrade of the Hospital and the Hospital’s campus facilities located on the Main Campus, including, but not limited to, design, development, construction and equipping of (i) a modular unit to provide catheterization and other clinical or support services, (ii) the Knapp Cardiac Center, a three-story, approximately 60,000-square-foot addition to the existing main hospital that will house a centralized suite for cardiac catheterization labs, a four-room operating suite and a post-anesthesia care unit, (iii) a new lobby entrance and common area, as well as an approximately 12,500-square-foot mechanical penthouse, and (iv) the renovation of certain space in the existing main hospital building in connection with the new construction and the relocation of certain services (collectively, the “**2014 Hospital Improvements**”), all for use by the Hospital in the providing of inpatient and ambulatory health care services to the community; (b) the refinancing of two term loans held by TD Bank, N.A., with a then outstanding balance of \$12,479,100.16, the proceeds of which were used to pay the costs of (i) constructing and equipping a one-story, approximately 5,500-square-foot sewer treatment plant and (ii) upgrading the Hospital’s electrical system, all on the Main Campus (the “**2014 Refinanced Improvements**”, and together with the 2014 Hospital Improvements, the “**2014 Facility**”); and (c) the payment of all or a portion of the costs incidental to the issuance of the Series 2014 Bonds, including issuance costs of the Series 2014 Bonds and capitalized interest (collectively, the “**2014 Project**”); and
- (C) the refinancing of multiple Capital Equipment Leases totaling not more than \$7,000,000, the proceeds of which were used to purchase critical pieces of hospital equipment including IT hardware (incl. processors, memory kits, external hard drives, computers, etc.), IT software (incl. software upgrades, software licenses, email encryption licenses, data protection licenses, etc.), batteries, ph recorder, vacuum pumps, new HVAC systems, MRI machine (and accompanying equipment), CAT scanners, multiple patient monitors, multiple ventilators, telemetry upgrades, and other medical equipment all located on the Hospital’s Main Campus (collectively, the “**Capital Lease Equipment**”); and

- (D) the financing, refinancing, or reimbursement of approximately \$15,000,000 of the acquisition, construction, renovation, installation, equipping, improvements, or upgrade costs on the Hospital's Main Campus including, but not limited to, (i) interior renovations, including renovations to lighting, flooring and doors, the HVAC system, electrical systems, storage facilities, the Hospital's sewage treatment plant, and the Hospital's power plant, as well as renovations to the Hospital's Behavioral Health Areas to comply with certain regulatory requirements and any renovations necessary to install and operate the 2020 Equipment (defined below) (the "**2020 Improvements**"), and (ii) the acquisition and installation of certain equipment, including information technology and computer equipment; beds, stretchers, and other furniture; imaging, diagnostic, blood bank, laboratory, and other medical and surgical equipment (the "**2020 Equipment**" and together with the Capital Lease Equipment, and the 2020 Improvements, the "**2020 Facility**", and together with the 2000 Facility and the 2014 Facility, the "**Facility**"); and
- (E) paying all or a portion of the costs incidental to the issuance of the Series 2020 Bonds, including issuance costs of the Series 2020 Bonds and any reserve funds as may be necessary to secure the Series 2020 Bonds.

The maximum amount of proceeds of the Series 2020 Bonds allocable to the Main Campus is \$76,250,000. The maximum amount of proceeds of the Series 2020 Bonds allocable to the Outpatient Facility is \$5,000,000.

The proceeds of the Series 2020 Bonds will be loaned by the Issuer to the Hospital pursuant to the terms of a certain loan agreement (the "**Loan Agreement**") between the Issuer and the Hospital to pay the costs of the Project. The Hospital will be initial owner and principal user of the Facility. The Hospital and the State University of New York acting through Stony Brook University Hospital ("**Stony Brook University Hospital**") have entered in a letter of intent to explore a possible affiliation between them. If the affiliation is completed, it is anticipated that the Hospital will lease the Facility to Stony Brook University Hospital. The Series 2020 Bonds will be special obligations of the Issuer payable solely from loan payments made by the Hospital to the Issuer pursuant to the Loan Agreement and certain other assets of the Hospital pledged to the repayment of the Series 2020 Bonds. The Series 2020 Bonds shall not be a debt of the State of New York or any political subdivision thereof, including the Town of Brookhaven, and neither the State of New York nor any political subdivision thereof, including the Town of Brookhaven, shall be liable thereon.

A representative of the Issuer will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the issuance of the Series 2020 Bonds, the granting of other financial assistance contemplated by the Issuer or the location or nature of the Project. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Hospital with the Issuer, and an analysis of the costs and benefits of the proposed financing and refinancing.

Minutes of the hearing will be made available to the "applicable elected representative" of the Town of Brookhaven. Approval of the issuance of the Series 2020 Bonds by the Town of Brookhaven, through the "applicable elected representative", is

necessary in order for the interest on the Series 2020 Bonds to be excluded from gross income for federal income tax purposes.

Dated: _____, 2020

**TOWN OF BROOKHAVEN LOCAL
DEVELOPMENT CORPORATION**

By: Lisa MG Mulligan

Title: Chief Executive Officer

EXHIBIT B

MINUTES OF PUBLIC HEARING
ON _____, 2020

TOWN OF BROOKHAVEN LOCAL DEVELOPMENT CORPORATION
REVENUE BONDS
(LONG ISLAND COMMUNITY HOSPITAL PROJECT), SERIES 2020

1. _____, _____ to the Town of Brookhaven Local Development Corporation (the “**Issuer**”), called the hearing to order.

2. _____ then appointed _____ the hearing officer of the Issuer, to record the minutes of the hearing.

3. The hearing officer then described the proposed issuance of the Series 2020 Bonds and the location and nature of the Project to be financed as follows:

Brookhaven Memorial Hospital Medical Center, 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, and doing business as Long Island Community Hospital (the “**Hospital**”), has submitted a proposal to the Issuer, that the Issuer issue in one or more series as part of a plan of financing its Revenue Refunding Bonds, Series 2020 (Long Island Community Hospital Project) as qualified 501(c)(3) bonds under Section 145 of the Code, in the aggregate principal amount presently estimated to be approximately \$66,000,000 but not to exceed \$85,000,000 (the “**Series 2020 Bonds**”), the proceeds of the Series 2020 Bonds will be loaned to the Hospital and applied to pay, or reimburse the Hospital for paying, the costs of the following hospital facilities and equipment (collectively, the “**Project**”):

- (A) the refinancing of the Town of Brookhaven Industrial Development Agency’s (the “**Agency**”) \$20,000,000 Civic Facility Revenue Refunding Bonds, Series 2006A (Brookhaven Memorial Hospital Medical Center, Inc. Civic Facility) (the “**Series 2006A Bonds**”), the proceeds of which Series 2006A Bonds were used to (a) advanced refund the Agency’s \$20,000,000 Civic Facility Revenue Bonds, Series 2000A (Brookhaven Memorial Hospital Medical Center, Inc. Civic Facility) (the “**Series 2000A Bonds**”), the proceeds of which Series 2000A Bonds were used for (i) the construction, renovation, equipping and expansion of an approximately 28,000 square foot emergency department (the “**Emergency Department**”) located on the Hospital’s 35-acre main hospital campus at 101 Hospital Road, in Patchogue, Town of Brookhaven, Suffolk County, New York (the “**Main Campus**”), (ii) the refinancing of all or a portion of a taxable loan entered into on July 20, 1999 from The Dime Savings Bank of New York to the Hospital, with a principal balance of approximately \$6,300,000, which taxable loan financed renovations at the Hospital’s outpatient facility located at 101-147 West Main Street, in the Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the

“Outpatient Facility”) and refinanced a tax exempt loan from the Dormitory Authority of the State of New York (**“DASNY”**) to the Hospital in 1974 that financed or refinanced certain improvements at the Main Campus including an additional two stories on the Hospital’s existing **“T”** wing, construction of a new **“North”** Wing, renovation of existing areas of the Hospital, the expansion of existing service areas, the construction of a sewage treatment plant, and certain other capital expenditures all relating to the Hospital’s Main Campus (the **“Miscellaneous Main Campus Improvements and Equipment”** and, together with the Emergency Department and the Outpatient Facility, the **“2000 Facility”**); (iii) funding a debt service reserve fund; and (iv) paying all costs of the issuance of the Series 2000A Bonds and other costs incidental thereto (collectively, the **“2000 Project”**); and (b) pay a portion of the costs of issuance of the Series 2006A Bonds (collectively, the **“2006 Project”**); and

- (B) the refinancing of the Issuer’s \$17,500,000 Revenue Bonds, Series 2014A (Brookhaven Memorial Hospital Medical Center, Inc. Project) (the **“Series 2014A Bonds”**) and its \$17,500,000 Revenue Bonds, Series 2014B (Brookhaven Memorial Hospital Medical Center, Inc. Project) (the **“Series 2014B Bonds”**), and together with the Series 2014A Bonds, the **“Series 2014 Bonds”**), the proceeds of which Series 2014 Bonds were used for (a) the acquisition, development, construction, renovation, installation, equipping, improvement and upgrade of the Hospital and the Hospital’s campus facilities located on the Main Campus, including, but not limited to, design, development, construction and equipping of (i) a modular unit to provide catheterization and other clinical or support services, (ii) the Knapp Cardiac Center, a three-story, approximately 60,000-square-foot addition to the existing main hospital that will house a centralized suite for cardiac catheterization labs, a four-room operating suite and a post-anesthesia care unit, (iii) a new lobby entrance and common area, as well as an approximately 12,500-square-foot mechanical penthouse, and (iv) the renovation of certain space in the existing main hospital building in connection with the new construction and the relocation of certain services (collectively, the **“2014 Hospital Improvements”**), all for use by the Hospital in the providing of inpatient and ambulatory health care services to the community; (b) the refinancing of two term loans held by TD Bank, N.A., with a then outstanding balance of \$12,479,100.16, the proceeds of which were used to pay the costs of (i) constructing and equipping a one-story, approximately 5,500-square-foot sewer treatment plant and (ii) upgrading the Hospital’s electrical system, all on the Main Campus (the **“2014 Refinanced Improvements”**, and together with the 2014 Hospital Improvements, the **“2014 Facility”**); and (c) the payment of all or a portion of the costs incidental to the issuance of the Series 2014 Bonds, including issuance costs of the Series 2014 Bonds and capitalized interest (collectively, the **“2014 Project”**); and
- (C) the refinancing of multiple Capital Equipment Leases totaling not more than \$7,000,000, the proceeds of which were used to purchase critical pieces of

hospital equipment including IT hardware (incl. processors, memory kits, external hard drives, computers, etc.), IT software (incl. software upgrades, software licenses, email encryption licenses, data protection licenses, etc.), batteries, ph recorder, vacuum pumps, new HVAC systems, MRI machine (and accompanying equipment), CAT scanners, multiple patient monitors, multiple ventilators, telemetry upgrades, and other medical equipment all located on the Hospital's Main Campus (collectively, the "**Capital Lease Equipment**"); and

- (D) the financing, refinancing, or reimbursement of approximately \$15,000,000 of the acquisition, construction, renovation, installation, equipping, improvements, or upgrade costs on the Hospital's Main Campus including, but not limited to, (i) interior renovations, including renovations to lighting, flooring and doors, the HVAC system, electrical systems, storage facilities, the Hospital's sewage treatment plant, and the Hospital's power plant, as well as renovations to the Hospital's Behavioral Health Areas to comply with certain regulatory requirements and any renovations necessary to install and operate the 2020 Equipment (defined below) (the "**2020 Improvements**"), and (ii) the acquisition and installation of certain equipment, including information technology and computer equipment; beds, stretchers, and other furniture; imaging, diagnostic, blood bank, laboratory, and other medical and surgical equipment (the "**2020 Equipment**" and together with the Capital Lease Equipment, and the 2020 Improvements, the "**2020 Facility**", and together with the 2000 Facility and the 2014 Facility, the "**Facility**"); and
- (E) paying all or a portion of the costs incidental to the issuance of the Series 2020 Bonds, including issuance costs of the Series 2020 Bonds and any reserve funds as may be necessary to secure the Series 2020 Bonds.

The maximum amount of proceeds of the Series 2020 Bonds allocable to the Main Campus is \$76,250,000. The maximum amount of proceeds of the Series 2020 Bonds allocable to the Outpatient Facility is \$5,000,000.

The proceeds of the Series 2020 Bonds will be loaned by the Issuer to the Hospital pursuant to the terms of a certain loan agreement (the "**Loan Agreement**") between the Issuer and the Hospital to pay the costs of the Project. The Hospital will be initial owner and principal user of the Facility. The Hospital and the State University of New York acting through Stony Brook University Hospital ("**Stony Brook University Hospital**") have entered in a letter of intent to explore a possible affiliation between them. If the affiliation is completed, it is anticipated that the Hospital will lease the Facility to Stony Brook University Hospital. The Series 2020 Bonds will be special obligations of the Issuer payable solely from loan payments made by the Hospital to the Issuer pursuant to the Loan Agreement and certain other assets of the Hospital pledged to the repayment of the Series 2020 Bonds. The Series 2020 Bonds shall not be a debt of the State of New York or any political subdivision thereof, including the Town of Brookhaven, and neither the State of New York nor any political subdivision thereof, including the Town of Brookhaven, shall be liable thereon.

4. The hearing officer then opened up the hearing for comments from the floor for or against the proposed issuance of the Series 2020 Bonds and the location and nature of the Project. The following is a listing of the persons heard and a summary of their views:

5. The hearing officer then asked if there were any further comments and, there being none, the hearing was closed at _____.

Hearing Officer

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 foregoing copy of the minutes of a public hearing held by the Town of Brookhaven Local Development Corporation (the “**Issuer**”) on _____, 2020, at _____m., local time, at One Independence Hill, 2nd Floor, Economic Development Office Conference Room, Farmingville, New York 11738, with the original thereof on file in the office of the Issuer and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, and Section 1411 of the New York Not-For-Profit Corporation Law said hearing was open to the general public and public notice of the time and place of said hearing was duly given in accordance with Section 147(f) and Section 1411; (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of _____, 2020.

Chief Executive Officer