

Date: September 16, 2020

At a meeting of the Town of Brookhaven Local Development Corporation (the “**Issuer**”), held electronically via webinar, on the 16th day of September, 2020, the following members of the Issuer were:

- Present: Frederick C. Braun III, Chairman  
Felix J. Grucci, Jr., Vice Chair  
Martin Callahan, Treasurer  
Scott Middleton, Asst. Treasurer  
Ann-Marie Scheidt, Secretary  
Frank C. Trotta, Member
- Recused: Frederick C. Braun, III  
Felix J. Grucci, Jr.
- Excused: Gary Pollakusky, Asst. Secretary
- Also Present: Lisa M.G. Mulligan, Chief Executive Officer  
Lori LaPonte, Chief Financial Officer  
James M. Tullo, Deputy Director  
Jocelyn Linse, Executive Assistant  
Terri Alkon, Administrative Assistant  
Amy Illardo, Administrative Assistant  
Annette Eaderesto, Esq., Counsel to the Issuer  
William F. Weir, Esq., Bond Counsel  
Howard R. Gross, Esq., Transaction Counsel

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 Tax-Exempt Revenue Bonds, (Long Island Community Hospital Project), Series 2020A presently estimated to be approximately \$58,300,000 but not to exceed \$68,500,000 and the Issuer’s proposed Taxable Revenue Bonds (Long Island Community Hospital Project), Series 2020B presently estimated to be approximately \$15,400,000 but not to exceed \$16,500,000.

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

Voting Aye  
Callahan  
Middleton  
Scheidt  
Trotta

Voting Nay

AMENDED AND RESTATED RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF THE ISSUER'S TAX-EXEMPT REVENUE BONDS, (LONG ISLAND COMMUNITY HOSPITAL PROJECT), SERIES 2020A PRESENTLY ESTIMATED TO BE APPROXIMATELY \$58,300,000 BUT NOT TO EXCEED \$68,500,000 AND THE ISSUER'S PROPOSED TAXABLE REVENUE BONDS (LONG ISLAND COMMUNITY HOSPITAL PROJECT), SERIES 2020B PRESENTLY ESTIMATED TO BE APPROXIMATELY \$15,400,000 BUT NOT TO EXCEED \$16,500,000 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 and/or refinancing the acquisition, construction, renovation and equipping of certain facilities as authorized by the Act; and

WHEREAS, the Issuer, by resolution duly adopted on March 25, 2020 (the "**Original Bond Resolution**"), authorized the issuance of its Revenue Bonds (Long Island Community Hospital Project), Series 2020, in the principal amount presently estimated to be \$66,000,000 but not to exceed \$85,000,000 (the "**Series 2020 Bonds**"), such Series 2020 Bonds to be issued as "qualified 501(c)(3) bonds" as defined in Section 145 of the Internal Revenue Code of 1986, as amended (the "**Code**"), in one or more series (as part of a plan of financing), for the benefit of 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**") to be used for a Project (defined below) (the "**Project**"); and

WHEREAS, subsequent to the Original Authorizing Resolution the Hospital requested the Issuer to issue the Series 2020 Bonds as a tax-exempt series and a taxable series to be known as (i) Revenue Bonds (Long Island Community Hospital Project), Series 2020A, in the principal amount of \$68,500,000 (the "**Series 2020A Bonds**"), such Series 2020A Bonds to be issued as "qualified 501(c)(3) bonds" as defined in Section 145 of the Code, in one or more series (as part of a plan of financing), and its Taxable Revenue Bonds (Long Island Community Hospital Project), Series 2020B, in the principal amount of \$16,500,000 (the "**Series 2020B Bonds**"); and together with the Series 2020A Bonds, the "**Series 2020 Bonds**"), for the benefit of the Hospital the proceeds to be used as follows:

- (A) the proceeds of Series 2020A Bonds will be used for: (i) 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 (1) 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 (2) a modular unit to provide catheterization and other clinical or support services, (3) 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, (4) a new lobby entrance and common area, as well as an approximately 12,500-square-foot mechanical penthouse, and (5) 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 (1) constructing and equipping a one-story, approximately 5,500-square-foot sewer treatment plant and (2) 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 (3) 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

(ii) 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

(iii) 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, (1) 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 (2) 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

- (B) the proceeds of the Series 2020B Bonds will be used for: (1) 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**”), (2) 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**”); (3) 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
- (C) the proceeds of the Series 2020 Bonds will be used for 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 funding any reserve funds as may be necessary to secure the Series 2020 Bonds.

WHEREAS, the Issuer now intends to authorize the Series 2020A Bonds and the Series 2020B Bonds; and

WHEREAS, the Issuer has proposed to loan the proceeds of the Series 2020 Bonds to the Hospital pursuant to the terms of a Loan Agreement (as hereinafter defined), 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, in compliance with Section 147(f) of the Code, the Issuer, on May 18, 2020, held a public hearing on the issuance of the Series 2020 Bonds following public notice on May 9, 2020; and

WHEREAS, by Certificate of Approval executed 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 has approved the issuance of the Series 2020A Bonds; and

WHEREAS, the maximum amount of proceeds of the Series 2020 Bonds allocable to the Main Campus is \$76,250,000 and the maximum amount of proceeds of the Series 2020 Bonds allocable to the Outpatient Facility is \$5,000,000; 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 October 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 one or more Obligations delivered with respect to the Series 2020 Bonds (the "**Series 2020 Obligation**") issued under the Master Trust Indenture, dated as of October 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 October 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 October 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, 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, 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, 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; and

WHEREAS, other than the issuance of the Series 2020B Bonds, this Amended Bond Resolution shall not be construed to authorize bonds in addition to the bonds authorized in the Original Bond Resolution;

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 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, to issue and sell the Series 2020A Bonds in the aggregate principal amount presently estimated to be \$66,000,000 but not to exceed \$85,000,000, and the Series 2020B Bonds in the aggregate principal amount presently estimated to be \$15,400,000 but not to exceed \$16,500,000, 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 October 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 Series 2020A Promissory Note, dated the date of issuance of the Series 2020A Bonds (the "**Series 2020A Note**"), and the Series 2020B Promissory Note, dated the date of issuance of the Series 2020B Bonds (the "**Series 2020B Note**"); and, together with the Series 2020A Note, the "**Notes**"), each from the Hospital to the Issuer and each endorsed by the Issuer to the Trustee (collectively, the "**Endorsement to**

**Promissory Notes**”), will be effective instruments 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 2020A 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 2020A Bonds, the Project, the Facility and the application of the proceeds of the Series 2020A 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 Notes, 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, 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, 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 amends and restates the Original Bond Resolution in its entirety.

Section 10. This resolution shall take effect immediately and the Series 2020 Bonds are hereby ordered to be issued in accordance with this resolution.

