

**BOND RESOLUTION
NUVANCE HEALTH 2019B ISSUE**

A regular meeting of the Board of Directors of Dutchess County Local Development Corporation (the “**Issuer**”) was convened in public session in the offices of the Issuer located at Three Neptune Road, Town of Poughkeepsie, Dutchess County, New York on July 17, 2019 at 8:10 o’clock a.m., local time.

The meeting was called to order by the Vice Chairman of the Board of Directors of the Issuer and, upon roll being called, the following members of the Board of Directors of the Issuer were:

PRESENT: Mark Doyle, Vice Chairman
Donald R. Sagliano
Kathleen M. Bauer
Ronald J. Piccone, II

ABSENT: Timothy Dean, Chairman
Stacey M. Langenthal, Secretary/Treasurer
Alfred D. Torreggiani

ALSO PRESENT: Sarah Lee, Chief Executive Officer
Marilyn Yerks, Chief Financial Officer
Donald Cappillino, Counsel
Elizabeth A. Cappillino, Counsel

The following resolution was offered by Kathleen M. Bauer, seconded by Ronald J. Piccone, II, to wit:

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY BY DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION OF ITS TAX-EXEMPT REVENUE BONDS NUVANCE HEALTH ISSUE, SERIES 2019B IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$130,000,000 AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND INSTRUMENTS IN CONNECTION THEREWITH.

WHEREAS, the Issuer was created pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the “**Enabling Act**”); and pursuant to the provisions of the Enabling Act and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the County Legislature of Dutchess County, New York (the “**County**”) adopted a resolution on April 12, 2010 (the “**Sponsor Resolution**”) (A) authorizing the incorporation of the Issuer under the Enabling Act, and (B) appointing the initial members of the Board of Directors of the Issuer; and in April, 2010, a Certificate of Incorporation was filed with the New York Secretary of State’s Office (the “**Certificate of Incorporation**”) creating the Issuer as a public instrumentality of the County; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, Nuvance Health, a New York not-for-profit corporation (the “**System**”) and Western Connecticut Health Network, Inc., a Connecticut not-for-profit corporation (the “**Institution**” and collectively with the System, the “**Borrower**”), on behalf of themselves and related organizations including Health Quest Systems, Inc. and other related entities who are parties to a master trust indenture (the “**Obligated Group**”), presented an application (the “**Application**”) to the Issuer, a copy of which application is on file at the office of the Issuer, which Application requested that the Issuer consider undertaking a Project (as defined below) consisting of acquisition of assets by the Institution by virtue of refinancing the obligations below for the benefit of the Obligated Group to be located as set forth below (the “**Campus**”), consisting of the following:

- (A) Proceeds of the Bonds in an amount not exceeding \$90,000,000 will be used to acquire hospital and healthcare facilities, including related facilities, through the refinancing of all or a portion of the outstanding amount of (1) the Dutchess County Industrial Development Agency’s Civic Facility Revenue Bonds, Series 2005 (Vassar Brothers Medical Center Facility) Short-Term Adjustable Rate Securities (STARSSM), which were the subject of a fixed-rate conversion and remarketing as of January 1, 2011, currently outstanding in the amount of \$13,200,000; (2) the Dormitory Authority of the State of New York Health Quest Systems, Inc. Obligated Group Revenue Bonds, Series 2007A currently outstanding in the amount of \$8,990,000; (3) the Issuer’s Tax-Exempt Revenue Bonds, Series 2010A (Health Quest Systems, Inc. Project) currently outstanding in the amount of \$22,500,000; and (4) the Issuer’s outstanding Tax-Exempt Revenue Bonds, Series 2014A (Health Quest Systems, Inc. Project) currently outstanding in the amount of \$31,420,000, the proceeds of which financed and refinanced hospital and healthcare facilities, including related facilities, located at: 45 Reade Place, Poughkeepsie, New York, 12601; 6511 Springbrook Avenue, Rhinebeck, New York 12572; and 200 Westage Business Center Drive, Fishkill, New York 12524 (the “**Refinancing**”);

- (B) Proceeds of the Bonds in an amount not exceeding \$40,000,000 will be used to construct, furnish and equip an approximately 56,000 square foot additional floor to the Patient Pavilion located on the Vassar Brothers Medical Center campus located at 45 Reade Place, Poughkeepsie, New York 12601 (the “**New Construction**”); and
- (C) Paying of all or a portion of the costs incidental to the issuance of the Bonds (defined below), including issuance costs of the Bonds (collectively, paragraphs (A), (B) and (C) shall be referred to herein as the “**Project**”); and
- (D) the financing of all or a portion of the costs of the foregoing Project by the issuance of tax-exempt revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, all not to exceed \$130,000,000.00 (the “**Bonds**”);

WHEREAS, the financing through the issuance of the Bonds in one or more issues or series is in an aggregate principal amount not to exceed One Hundred Thirty Million and 00/100 Dollars (\$130,000,000.00); and

WHEREAS, in response to the receipt by the Issuer of the Application, the Vice Chairman of the Issuer (A) caused a notice of public hearing of the Issuer to hear all persons interested in the Project to be published on July 1, 2019 in the *Poughkeepsie Journal*, a newspaper of general circulation available to the residents of the City of Poughkeepsie, Town of Fishkill and Village of Rhinebeck and of Dutchess County, New York; (B) caused a notice of the public hearing to be mailed on July 1, 2019 to the Dutchess County Executive, the Mayor of the City of Poughkeepsie, the Interim Superintendent of the Poughkeepsie City School District, the Supervisor of the Town of Fishkill and the Superintendent of the Wappingers Central School District, the Mayor of the Village of Rhinebeck and the Superintendent of the Rhinebeck Central School District; (C) conducted the public hearing on July 16, 2019 at 9:30 o’clock, a.m., local time at the Dutchess County Legislative Chambers, 22 Market Street, 6th Floor, Poughkeepsie, (located in the City of Poughkeepsie, the Dutchess County Seat); and (D) caused a transcript report of the public hearing to be made (the “**Public Hearing Report**”) which fairly reported the views presented at such public hearing and caused a copy of said Public Hearing Report to be made available to the members of the Board of Directors of the Issuer and to the County Executive of Dutchess County, New York (the “**County Executive**”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “**SEQR Act**”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “**Regulations**”) and collectively with the SEQR Act, “**SEORA**”), the Issuer must determine now whether the financing of the Project by the Issuer may have a significant effect on the environment and therefore require the preparation of an Environmental Impact Statement; and

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WHEREAS, to aid the Issuer in determining whether the Project may have a significant impact on the environment, the Borrower has prepared and submitted to the Issuer a Short Environmental Assessment Form (the “**EAF**”) for the Project; and

WHEREAS, pursuant to the EAF, the Refinancing is a Type II action under 6 NYCRR §617.5(c)(23); and

WHEREAS, the New Construction has undergone a coordinated review under SEQRA and was reviewed by the City of Poughkeepsie Planning Board (the “**Planning Board**”), as Lead Agency under SEQRA; and

WHEREAS, by resolution and determination dated June 20, 2017, the Planning Board adopted a Negative Declaration with the reasons for its determination stated therein; and

WHEREAS, by resolution adopted by the Board of Directors of the Issuer dated June 12, 2019 (the “**Inducement Resolution**”), the Board of Directors of the Issuer determined to proceed with the Project and to enter into a Preliminary Agreement with the Obligated Group (the “**Preliminary Agreement**”) relating to the Project; and

WHEREAS, the Issuer will issue its tax-exempt Revenue Bonds Nuvance Health 2019 Issue, Series 2019B in the aggregate principal amount not to exceed \$130,000,000 under this resolution (the “**Bond Resolution**” or the “**Resolution**”) and Trust Indenture, dated as of August 1, 2019 (the “**Indenture**”), by and between the Issuer and a bank, trust company or national banking association to be appointed by the Issuer, as trustee (the “**Trustee**”) for the holders of the Bonds and any additional bonds issued by the Issuer under the Indenture; and

WHEREAS, also simultaneously with the issuance of the Bonds, the Issuer and the Borrower will execute and deliver a Loan Agreement dated as of August 1, 2019 (the “**Loan Agreement**”) by and between the Issuer and the Borrower, pursuant to the terms of which Loan Agreement the Borrower will make certain payments to or upon the order of the Issuer, which payments shall include amounts equal to the debt service payments due on the Bonds; and

WHEREAS, pursuant to the terms of the Indenture, the net proceeds of the sale of the Bonds (the “**Bond Proceeds**”) will be deposited into various trust funds held by the Trustee under the Indenture and will be disbursed by the Trustee to pay a portion of the Costs of the Project (as defined in the Indenture), but only upon satisfaction of the requirements for making such disbursements set forth in the Indenture and in the Loan Agreement; and

WHEREAS, as evidence of its indebtedness under the Loan Agreement, the Borrower will execute a Promissory Note (the “**Promissory Note**”) to the Issuer in the amount of the Bonds, which Promissory Note shall be assigned by the Issuer to the Trustee; and

WHEREAS, the Bonds will be initially purchased by B of A Securities, Inc., acting as underwriter for the Bonds (the “**Underwriter**”) pursuant to a Bond Purchase Agreement dated a date to be determined by and between the representative of the Underwriter and the Issuer and approved by the Borrower and the Borrower will execute and deliver a Letter of Representation

dated a date to be determined by the Issuer and the Underwriter (collectively, the “**Bond Purchase Agreement**”); and the Underwriter will utilize a Preliminary Official Statement (the “**Preliminary Official Statement**”) and a final Official Statement (the “**Official Statement**”) in connection with the offering of the Bonds; and the Underwriter also intends to obtain a rating of the Bonds from one or more securities rating agencies; and

WHEREAS, to demonstrate compliance with the provisions of the Code relating to the issuance of the Bonds, (A) the Issuer will execute a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Bonds (the “**Information Return**”) pursuant to Section 149(e) of the Code, and file the Information Return with the Internal Revenue Service; and (B) the Issuer and the Borrower will execute a Tax Regulatory Agreement dated the date of delivery of the Bonds (the “**Tax Regulatory Agreement**”) relating to the requirements in Sections 103 and 145 through 150 of the Code relating to the Bonds; and

WHEREAS, the Issuer now desires to (A) authorize or ratify and confirm, (as applicable) the circulation of the Preliminary Official Statement in connection with the marketing of the Bonds, (B) authorize the circulation of the Official Statement in connection with the marketing of the Bonds, and (C) authorize the issuance of the Bonds for the purpose of paying a portion of the Costs of the Project, delegating to the Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer authority to determine the final details of the Bonds (the “**Bond Details**”) once the marketing of the Bonds is completed and the Borrower has agreed to the Bond Details including, if applicable, the securing of bond insurance from a bond insurer on such terms as the Borrower may agree.

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

Section 1. The Issuer hereby finds and determines that:

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

(B) The financing and/or refinancing of the Project through the issuance of the Bonds will further the Issuer’s purposes in relieving and reducing unemployment, promoting and providing for additional and maximum employment and the betterment and maintenance of job opportunities, and thereby lessening the burdens of government; and

(C) Since the Refinancing is a refinancing of the Borrower’s debt, pursuant to 6 NYCRR §617.5(c)(23) it is a Type II action and therefore will not have a significant adverse environmental impact; and

(D) The New Construction is a Type I action under SEQRA and the Planning Board's findings and the reasoning set forth in the Planning Board's Negative Declaration are hereby adopted in their entirety; and

(E) The New Construction will not have a "significant adverse impact" or "significant adverse effect" on the environment as defined under SEQRA; and

(F) It is desirable and in the public interest for the Issuer to issue and sell its Bonds upon the terms and conditions set forth in the Indenture and the Bond Purchase Agreement and as determined by the Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer once the marketing the Bonds is completed and the Borrower has agreed to the Bond Details.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (A) issue the Bonds on the terms and conditions set forth in the Indenture and the Bond Purchase Agreement; (B) execute the Tax Regulatory Agreement, pursuant to which the Issuer and the Borrower make certain covenants to ensure the continued tax-exempt status of the Bonds; (C) execute the Information Return in connection with the issuance of the Bonds; (D) sell the Bonds to the initial purchaser thereof pursuant to the terms set forth in the Indenture and the Bond Purchase Agreement; (E) use the proceeds of the Bonds to make the Loan to the Borrower for the purpose of paying a portion of the Costs of the Project; (F) file the Information Return with the IRS; and (G) execute any and all related documents, instruments, and certificates.

Section 3. The form and substance of the Loan Agreement, the Indenture, the Bonds, the Bond Purchase Agreement, the Tax Regulatory Agreement, the Information Return, and any documents necessary and incidental thereto including, but not limited to, any documents approved by counsel to the Issuer (collectively, the "**Issuer Documents**") are hereby approved.

Section 4. Subject to receipt by the Issuer of the executed certificate from the County Executive indicating that the County Executive has approved the issuance of the Bonds pursuant to, and solely for the purposes of, Section 147(f) of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver to the Trustee for authentication its Bonds in the aggregate principal amount not to exceed \$130,000,000 or so much thereof as may, in the Certificate of Determination, be determined to be necessary to finance the Costs of the Project, in the form and in the amount and containing the other provisions determined by the Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer is hereby authorized to deliver said Bonds to the purchasers thereof against receipt of the purchase price thereof, all pursuant to the Enabling Act and in accordance with the provisions of the Indenture, this Bond Resolution, and the Bond Purchase Agreement, provided that:

(A) The Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 4 shall (1) be issued, executed and delivered at such time as the Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer shall determine, and (2) bear interest at the rate or rates, be issued in such form, be subject to redemption prior to maturity and have such other terms and

provisions and be issued in such manner and on such conditions as are set forth in the Bonds, the Indenture and the Bond Purchase Agreement, or as are hereinafter approved by the Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer in accordance with Section 5 hereof, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this Bond Resolution.

(B) The Bonds shall be issued solely for the purpose of providing funds to finance (1) the costs of making the Loan for the purpose of paying a portion of the Costs of the Project, and (2) a portion of the administrative, legal, financial and other expenses of the Issuer in connection with the Loan and the Project and incidental to the issuance of the Bonds.

(C) Neither the members, directors nor officers of the Issuer, nor any person executing the Bonds or any of the Financing Documents (as hereinafter defined) on behalf of the Issuer, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Bonds and the interest thereon are not and shall never be a debt of the State of New York, or Dutchess County, New York or any political subdivision thereof, and neither the State of New York, or Dutchess County, New York nor any political subdivision thereof shall be liable thereon.

(D) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from repayment of the Loan or from the enforcement of the security provided by the Financing Documents (as hereinafter defined) and the other security pledged to the payment thereof.

(E) Notwithstanding any other provision of this Bond Resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds or of any other funds of the Issuer (other than the Issuer's administrative fees) which, if said use had been reasonably expected on the date of issuance of the Bonds, would have caused any of the Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Code.

Section 5. (A) Upon receipt of advice from counsel to the Issuer that the Preliminary Official Statement is in substantially final form, the Issuer hereby delegates to the Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer the authority to (or, as applicable, ratifies and confirms the actions of the Chairman, the Vice Chairman and/or the Chief Executive Officer to) (1) deem the Preliminary Official Statement final (except for the permitted omissions described in paragraph (b)(1) of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended) by executing a certificate to that effect, (2) authorize the Underwriter to circulate the Preliminary Official Statement and (3) execute and deliver any other documents or agreements requested by the Underwriter in connection with the circulation of the Preliminary Official Statement by the Underwriter.

(B) Upon receipt of advice from counsel to the Issuer that the Issuer has received from the Underwriters the results of the initial marketing of the Bonds and has received from the Borrower evidence that the Borrower has accepted the results of the marketing of the Bonds, the Issuer hereby delegates to the Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer the authority to (1) execute and deliver the Bond Purchase Agreement on behalf of the Issuer and (2) determine, on behalf of the Issuer, the final Bond Details.

(C) The Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents and the other documents related thereto (collectively with the Issuer Documents, the “**Financing Documents**”), and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) and/or the Chief Executive Officer shall approve, the execution thereof by the Chairman (or Vice Chairman) and/or the Chief Executive Officer to constitute conclusive evidence of such approval including such changes to the Financing Documents as are deemed appropriate by the Chairman (or Vice Chairman) and/or the Chief Executive Officer of the Issuer to provide for bond insurance provided by a bond insurer selected by the Borrower.

(D) The Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer are hereby further authorized, on behalf of the Issuer, to designate any additional authorized representatives of the Issuer.

(E) The Chairman, the Vice Chairman and/or the Chief Executive Officer of the Issuer are hereby further authorized to execute any documentation requested by the Underwriter to indicate the Issuer’s approval of the Preliminary Official Statement and/or the Official Statement.

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 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 this Bond 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 7. All actions taken by the Chief Executive Officer of the Issuer in connection with Section 5(A) and (B) of this Bond Resolution, prior to the date of this Bond Resolution, are hereby ratified and confirmed.

Section 8. This Bond Resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this Bond Resolution.

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The question of the adoption of the foregoing Bond Resolution was duly put to a vote on roll call, which resulted as follows:

| | | |
|---|--------|--------|
| Timothy Dean, Chairman | being | ABSENT |
| Mark Doyle, Vice Chairman | VOTING | “Aye” |
| Stacey M. Langenthal, Secretary/Treasurer | being | ABSENT |
| Alfred D. Torreggiani | being | ABSENT |
| Donald R. Sagliano | VOTING | “Aye” |
| Kathleen M. Bauer | VOTING | “Aye” |
| Ronald J. Piccone, II | VOTING | “Aye” |

The foregoing Bond Resolution was thereupon declared duly adopted.

Adopted: July 17, 2019

STATE OF NEW YORK)
) SS.:
COUNTY OF DUTCHESS)

I, the undersigned Assistant Secretary of Dutchess County Local Development Corporation (the "Issuer"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Board of Directors of the Issuer, including the Resolution contained therein, held on July 17, 2019 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board of Directors of the Issuer had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors of the Issuer present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Issuer this 17th day of July, 2019.


Donald R. Sagliano, Assistant Secretary

(SEAL)