

**APPROVING RESOLUTION
MODIFICATIONS TO BOND RELATED DOCUMENTS
CHAMPLAIN VALLEY PHYSICIANS HOSPITAL MEDICAL CENTER PROJECT**

A regular meeting of Clinton County Capital Resource Corporation (the "Issuer") was convened in public session in the offices of the Issuer located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York on June 12, 2023 at 12:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the board of directors of the Issuer (the "Board of Directors") and, upon roll being called, the following members of the Board of Directors were:

PRESENT:

Trent Trahan	Chairperson
Michael E. Zurlo	Secretary
Keith Defayette	Treasurer
Mark Leta	Assistant Secretary
John VanNatten	Member

ABSENT:

David Hoover	Vice Chairperson
Joey Trombley	Member

ISSUER STAFF PRESENT INCLUDED THE FOLLOWING:

Molly F. Ryan	Executive Director
Toni Moffat	Executive Assistant
Dorothy Brunell	Administrative Assistant
Christopher C. Canada, Esq.	Issuer Counsel
Shannon E. Wagner, Esq.	Issuer Counsel

The following resolution was offered by M. Zurlo, seconded by J. VanNatten, to wit:

Resolution No. 06-23-01

RESOLUTION AUTHORIZING THE EXECUTION OF CERTAIN AMENDMENTS BY THE CLINTON COUNTY CAPITAL RESOURCE CORPORATION (THE "ISSUER") TO (A) THE ISSUER'S REVENUE REFUNDING BOND (CHAMPLAIN VALLEY PHYSICIANS HOSPITAL MEDICAL CENTER PROJECT), SERIES 2016B ISSUED BY THE ISSUER ON OCTOBER 31, 2016 IN THE ORIGINAL PRINCIPAL AMOUNT OF \$17,425,000 AND (B) CERTAIN DOCUMENTS RELATED THERETO.

WHEREAS, pursuant to the provisions of Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act"), Revenue Ruling 57-187 and Private Letter Ruling 200936012, (A) the County Legislature of Clinton County, New York (the "County") adopted a resolution on November 10, 2010 (the "Sponsor Resolution") (1) authorizing the incorporation of Clinton County Capital Resource Corporation (the "Issuer") as a public instrumentality of the County and (2)

appointing the initial members of the board of directors of the Issuer, who serve at the pleasure of the County, and (B) in December, 2010, a certificate of incorporation was filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Issuer; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act and its Certificate of Incorporation to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, 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 therefor; 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, on October 31, 2016, the Issuer issued its Revenue Refunding Bond (Champlain Valley Physicians Hospital Medical Center Project), Series 2016B in the aggregate principal amount of \$17,425,000 (the "Bond") for the benefit of Champlain Valley Physicians Hospital Medical Center (the "Borrower") for the purpose of undertaking the following project (the "Project") for the benefit of the Borrower: (1) the refinancing, in whole, of certain debt incurred by or on behalf of the Borrower, consisting of (A) Variable Rate Demand Civic Facility Revenue Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2002A in the original aggregate principal amount of \$10,800,000 (the "Series 2002A Bonds") issued on June 18, 2002 by County of Clinton Industrial Development Agency (the "Prior Issuer"), (B) Variable Rate Demand Civic Facility Revenue Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2007A in the original aggregate principal amount of \$19,565,000 (the "Series 2007A Bonds") issued on June 7, 2007 by the Prior Issuer and (C) Variable Rate Demand Civic Facility Revenue Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2007B in the original aggregate principal amount of \$12,505,000 (the "Series 2007B Bonds") issued on June 25, 2007 by the Prior Issuer (the "Series 2002A Bonds, the Series 2007A Bonds and the Series 2007B Bonds being collectively referred to hereinafter as the "Prior Bonds"), the proceeds of the Prior Bonds having been loaned to the Borrower to finance several projects with an address of 75 Beekman Street in the City of Plattsburgh, Clinton County, New York; and (2) the financing of all or a portion of the costs of the foregoing by the issuance of the Bond; 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, "SEQRA"), by resolution adopted by the board of directors of the Issuer on March 28, 2016, the Issuer determined that the Project constituted a "Type II action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA; and

WHEREAS, the Bond was issued pursuant to (A) a certain trust indenture dated as of October 1, 2016 (the "Indenture") by and between the Issuer and U.S. Bank Trust and Company, National Association, as successor to People's United Bank, N.A., as trustee (the "Trustee") for the holders of the Bond and (B) a resolution adopted by the board of directors of the Issuer on October 17, 2016 (the "Bond Resolution") authorizing the issuance of the Bond for the purpose of financing a portion of the costs of the Project; and

WHEREAS, the Bond was purchased pursuant to a bond purchase agreement dated October 31, 2016 (the “Bond Purchase Agreement”) by and between the Issuer and TD Bank, N.A., as initial purchaser of the Bond (the “Bank”); and

WHEREAS, contemporaneously with the issuance of the Bond, the Issuer, the Borrower and the Bank entered into various documents relating to the Bond (collectively referred to hereinafter as the “Financing Documents”) including, but not limited to, (A) the Indenture, (B) an obligation No. 25 (Guaranty) and an obligation No. 26, issued under the Indenture in connection with the Bond, (C) a loan agreement dated as of October 1, 2016 (the “Loan Agreement”) by and between the Issuer and the Borrower, (D) the Bond Purchase Agreement and (E) a continuing covenants agreement dated as of October 1, 2016 by and between the Issuer and the Bank; and

WHEREAS, the Issuer received a letter dated May 18, 2023 (“Modification Request Letter”) from The University of Vermont Health Network, on behalf of the Borrower, indicating the intention of the Borrower to replace the current interest rate index used to calculate interest on the Bond while bearing interest at the Bank Rate (as defined in the Indenture) from LIBOR (as defined in the Indenture) to the Secured Overnight Financing Rate (SOFR) as more specifically described in the Modification Request Letter (the “Modification Request”), with a copy of such Modification Request Letter being attached hereto as Exhibit A, and (B) requesting that the Issuer and the Holder enter into modifications to the Bond and the related Financing Documents necessary to implement the Modification Request; and

WHEREAS, in connection with the Modification Request, the Issuer now desires to authorize the following actions (collectively, the “Action”): (1) to make the amendments to the Financing Documents and the Bond, (2) to make certain related amendments to the Financing Documents and the Bond, and (3) if (and only if) the Action results, in the opinion of Norton Rose Fulbright, US LLP, bond counsel to the Issuer (“Bond Counsel”), in a deemed reissuance of the Bond (referred to hereinafter as the “Reissued Bond”) and a deemed purchase of the Reissued Bond by the Bank pursuant to the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), to delegate to the Chairperson, Vice Chairperson and Executive Director of the Issuer (each, an “Authorized Officer”) to determine the final details of the Reissued Bond, including but not limited to (A) the authorized principal amount of the Reissued Bond, (B) the purpose or purposes for which the Reissued Bond is being issued, (C) the date or dates, the maturity date or dates and principal amounts of the Reissued Bond, (D) the interest rate or rates of the Reissued Bond, (E) the denomination or denominations of and the manner of numbering and lettering the Reissued Bond, (F) the redemption price or purchase in lieu of redemption price or redemption prices or purchase in lieu of redemption prices, if any, and the redemption or purchase in lieu of redemption terms, if any, for the Reissued Bond, (G) the form of the Reissued Bond and (H) any other provisions deemed advisable by the Authorized Officer not in conflict with the provisions of this resolution (collectively, the “Reissued Bond Details”); and

WHEREAS, in connection with the Modification Request, the Issuer, the Borrower and the Bank now desire to enter into (A) a supplemental indenture to the Indenture (the “Supplemental Indenture”) by and between the Issuer and the Trustee, (B) an omnibus consent and amendment (the “Omnibus Amendment”) by and among the Issuer, the Borrower and the Bank and (C) certain other documents modifying the terms of the Financing Documents (the Supplemental Indenture, the Omnibus Amendment and such other documents being collectively referred to hereinafter as the “Modification Documents”); and

WHEREAS, if (and only if) the Action results, in the opinion of Bond Counsel to the Issuer, in a deemed reissuance of the Bond and a deemed purchase of the Bond by the Bank pursuant to the provisions of the Code in order to demonstrate compliance with the provisions of the Code relating to the Action,

(A) the Borrower will (1) execute a tax regulatory agreement dated the date of delivery of the Reissued Bond (the "Reissued Tax Regulatory Agreement") concerning the requirements in Section 148 of the Code relating to the Reissued Bond, (B) the Issuer will (1) execute an arbitrage certificate dated the date of delivery of the Reissued Bond (the "Reissued Arbitrage Certificate") relating to certain requirements set forth in Section 148 of the Code relating to the Reissued Bond, (2) execute a completed Internal Revenue Service Form 8038 (Information Return for Tax-Exempt Private Activity Bonds) relating to the Bond (the "Reissued Information Return") pursuant to Section 149(e) of the Code, and (3) file the Reissued Information Return with the Internal Revenue Service and (C) the Bank will execute a letter relating to the Reissued Bond (the "Reissued Issue Price Letter") confirming the issue price of the Reissued Bond for purposes of Section 148 of the Code, and further confirming the difference between the interest rate payable on the Reissued Bond and the interest rate payable on the Reissued Bond immediately preceding the execution and delivery of the Modification Documents; and

WHEREAS, pursuant to SEQRA, the Issuer must determine the potential environmental significance of the Action;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF CLINTON COUNTY CAPITAL RESOURCE CORPORATION, AS FOLLOWS:

Section 1. Pursuant to SEQRA, the Issuer hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(26) of the Regulations, the Action (including but not limited to the execution and delivery of the Modification Documents) is a "Type II action" (as said quoted term is defined in the Regulations).

(B) Accordingly, the Issuer hereby determines that no environmental impact statement or any other determination or procedure is required under SEQRA with respect to the Action.

Section 2. The Issuer hereby finds and determines that:

(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.

(B) It is desirable and in the public interest for the Issuer to enter into the Modification Documents.

Section 3. In consequence of the foregoing, the Issuer hereby determines to: (A) authorize the Action; (B) subject to approval of the form and substance of the Modification Documents by Bond Counsel and counsel to the Issuer, approve the form and substance of the Modification Documents; (C) subject to (i) compliance with the terms and conditions contained in the existing documents relating to the Bond and (ii) compliance with state and federal law applicable to the Action, authorize the execution and delivery of the Modification Documents.

Section 4. Subject to the satisfaction of the conditions described in Section 3 hereof, the Authorized Officer of the Issuer is hereby authorized, on behalf of the Issuer, to (A) determine, on behalf of the Issuer, the Reissued Bond Details relating to the Reissued Bond and (B) execute and deliver the Modification Documents and the other documents related thereto 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 forms thereof approved by Bond Counsel and counsel to the Issuer, with such changes, variations, omissions and insertions as the Authorized Officer of the Issuer shall approve, the execution thereof by the Authorized Officer of the Issuer to constitute conclusive evidence of such approval.

Section 5. Subject to the execution and delivery of the other Modification Documents, the Issuer determines to execute and deliver the Bond or the Reissued Bond (as the case may be), provided that:

(A) The Bond or the Reissued Bond (as the case may be) authorized to be issued, executed, sold and delivered pursuant to this Section 5 shall (i) be issued, executed and delivered at such time as the Authorized Officer of the Issuer shall determine, and (ii) 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 Bond or the Reissued Bond (as the case may be) and the other Modification Documents or as are hereinafter approved by the Authorized Officer of the Issuer in accordance with Section 4 hereof, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this resolution.

(B) Neither the directors nor officers of the Issuer, nor any person executing the Bond or the Reissued Bond (as the case may be) or any of the other Modification Documents 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 Bond and the Reissued Bond (as the case may be) and the interest thereon are not and shall never be a debt of the State of New York, Clinton County, New York or any political subdivision thereof (other than the Issuer), and neither the State of New York, Clinton County, New York nor any political subdivision thereof (other than the Issuer) shall be liable thereon.

(C) The Bond, together with interest payable thereon, shall be a special obligation of the Issuer payable solely from certain of the revenues and receipts derived from the operation, sale or other disposition of the Project Facility or from the enforcement of the security provided by the Financing Documents and the other security pledged to the payment thereof.

(D) Notwithstanding any other provision of this resolution, the Issuer covenants that it will make no use of the proceeds of the Bond or the Reissued Bond (as the case may be) or of any other funds of the Issuer which, if said use had been reasonably expected on the date of issuance of the Bond or the Reissued Bond (as the case may be), would have caused the Bond or the Reissued Bond (as the case may be) to be an "arbitrage bond" within the meaning of Section 148 of the Code.

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

Section 7. This resolution shall take effect immediately.

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

Trent Trahan	VOTING	YES
David Hoover	VOTING	EXCUSED
Michael E. Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES
Joey Trombley	VOTING	EXCUSED

The foregoing resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of Clinton County Capital Resource Corporation (the “Issuer”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the board of directors of the Issuer (the “Board of Directors”), including the resolution contained therein, held on June 12, 2023 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 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 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 12th day of June, 2023.


Secretary

EXHIBIT A
MODIFICATION REQUEST LETTER

- SEE ATTACHED -

THE
University of Vermont
HEALTH NETWORK
Champlain Valley Physicians Hospital

Michelle LeBeau, RN, BS, MHRM, RHCEOC
President & COO

Telephone: (518) 562-7055

May 18, 2023

Clinton County Capital Resource Corporation
137 Margaret St., Suite 209
Plattsburgh, NY 12901

Re: Request for Bond Modifications – Series 2016B Bonds - LIBOR-based rate of interest to SOFR-based rate of interest

Dear Sir/Madam:

We are writing to request that the Clinton County Capital Resource Corporation (the "Issuer") consider and approve certain modifications related to the bond described below to change the variable rate index used to determine the tax-exempt bond rate from the one-month London Inter-Bank Offered Rate, which is being discontinued, to the Secured Overnight Financing Rate ("SOFR"):

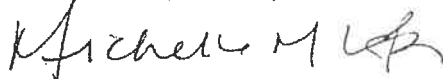
- Clinton County Capital Resource Corporation Revenue Refunding Bonds (Champlain Valley Physicians Hospital Medical Center Project) Series 2016B

We are not requesting any new financial assistance. The maturity date of the bond will not be extended or shortened as a result of the requested modifications, and no new money will be borrowed. The request is limited to modifications to the bond and underlying financing documents necessary to implement the change from LIBOR to SOFR.

- We respectfully asked that the Issuer consider this request expeditiously so that we can complete the modification in the next few weeks. We understand that this is currently scheduled for the Issuer's June 12th meeting. Please let me know if you have any questions or need additional information. Our attorney can be reached at jmcmahan@dinse.com or 802-864-5751.

Very truly yours,

Champlain Valley Physicians Hospital Medical Center



Michelle LeBeau