

OFFICIAL INTENT RESOLUTION

(St. John's Riverside Hospital)

A regular meeting of Yonkers Economic Development Corporation was convened on Wednesday, May 31, 2017.

Resolution No. 05/2017-03

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION (THE "ISSUER") AUTHORIZING (1) TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF UP TO \$24,000,000 PRINCIPAL AMOUNT TAX-EXEMPT AND/OR TAXABLE REVENUE BONDS FOR THE PURPOSE OF FINANCING A CERTAIN PROJECT FOR THE BENEFIT OF ST. JOHN'S RIVERSIDE HOSPITAL; (2) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE ISSUER WITH RESPECT TO SUCH PROJECT; AND (3) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH FINANCING AND THE UNDERTAKING OF SUCH PROJECT.

WHEREAS, by Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), the **YONKERS ECONOMIC DEVELOPMENT CORPORATION** (the "Issuer") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, **ST. JOHN'S RIVERSIDE HOSPITAL** a not-for-profit corporation organized and existing under and by virtue of the laws of the State of New York, for itself (the "Hospital") has submitted an application (the "Application") to the Issuer requesting that the Issuer issue its Taxable and/or Tax Exempt Revenue Bonds (St. John's Riverside Hospital Project), in one or more series, in a principal amount not to exceed \$24,000,000 (the "Bonds") for the purpose of financing a certain project (the "Project") for the benefit of the Hospital, consisting of: (A) the refinancing of all or a portion of the outstanding principal amount of the \$26,295,000 original principal amount City of Yonkers Industrial Development Agency Civic

Facility Revenue Bonds (St. John's Riverside Hospital Project), Series 2001A and Series 2001B (the "Series 2001 Bonds"), the proceeds of which were used to (i) refund an outstanding FHA Mortgage, (ii) prepay certain capital leases and acquire certain capital equipment to use in furtherance of the Hospital's tax-exempt purposes; and (iii) fund certain other obligations and costs; (B) the refinancing of all or a portion of the outstanding principal amount of a certain taxable mortgage in favor of Sterling National Bank; and (C) the paying of all or a portion of the costs incidental to the issuance of the Bonds, including issuance costs of the Bonds, capitalized interest and any reserve funds as may be necessary to secure the Bonds (the costs associated with items (A) through (C) above being hereinafter collectively referred to as the "Project Costs"); and

WHEREAS, the Issuer is contemplating providing financial assistance to the Hospital with respect to the Project (collectively, the "Financial Assistance") in the form of (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$24,000,000 and (ii) an exemption from all or a portion of mortgage recording taxes with respect to any qualifying mortgage to secure the Bonds or the Hospital's obligations relating to the Bonds; and

WHEREAS, the Issuer desires to adopt a resolution describing the Project and the Financial Assistance that the Issuer is contemplating with respect to the Project; and

WHEREAS, the Hospital reasonably expects that it will (1) pay or incur certain capital expenditures in connection with the Project prior to the issuance of the Bonds, (2) use funds from sources other than proceeds of the Bonds which are or will be available on a short-term basis to pay for such capital expenditures, and (3) reimburse itself for the use of such funds with proceeds of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Yonkers Economic Development Corporation as follows:

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration.

Section 2. It is among the purposes of the Issuer to promote, develop, encourage and assist in the acquisition, construction, rehabilitation and improvement of facilities for not-for profit corporations and thereby relieve and reduce unemployment, better and maintain job opportunities and lessen the burdens of government.

Section 3. Based upon representations made by the Hospital to the Issuer, the Issuer makes the following findings and determinations:

- (a) the Project is in furtherance of the purposes of the Issuer; and
- (b) the issuance of the Bonds will be an inducement to the Hospital to undertake the

Project in the City of Yonkers, New York; and

- (c) it is desirable and in the public interest for the Issuer to issue its Bonds to finance the costs of the Project, together with certain related costs and amounts, in an aggregate amount not to exceed \$24,000,000; and
- (d) the Hospital is not undertaking the Project in place of, on behalf of, for the benefit of, or at the request of the Issuer.

Section 4. This resolution shall authorize the Issuer to hold a public hearing as required by Section 147(f) of the Code.

Section 5. The proposed financial assistance being contemplated by the Issuer includes (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$24,000,000 and (ii) an exemption from all or a portion of mortgage recording taxes with respect to any qualifying mortgage to secure the Bonds or the Hospital's obligations relating to payment of the Bonds.

Section 6. The granting of the Financial Assistance, as contemplated by Paragraph 5 of this Resolution, shall be subject to:

- (a) agreement by the Issuer and the Hospital on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof; and
- (b) approval by the Mayor of the City of Yonkers, New York, of the issuance of the Bonds in accordance with the provisions of Section 147(f) of the Code; and
- (c) holding a public hearing as required by Section 147(f) of the Code.

Section 7. The Hospital is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Issuer to make its final determination whether to approve the Financial Assistance, and the Hospital is further authorized to advance such funds as may be necessary for such purpose, subject, to the extent permitted by law, to reimbursement from the proceeds of the sale of the Bonds, if the Bonds are issued.

Section 8. Gregory Young, Esq., as counsel to the Issuer, and Harris Beach PLLC, as Bond Counsel for the Issuer, are hereby authorized to work with counsel to the Hospital and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds and reimbursement of the cost of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code.

Section 9. This Resolution shall constitute the adoption of "official intent" (within the meaning of the United States Treasury Regulations Section 1.150-2(d)) with respect to issuance of the Bonds and the original expenditures which are reasonably expected to be

reimbursed from the proceeds of the Bonds.

Section 10. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this resolution were adopted in an open meeting of the Issuer; and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 11. Due to the complex nature of this transaction, the Issuer hereby authorizes its Chair, Vice Chair, President and/or Executive Director (each an "Authorized Officer") to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by counsel to the Issuer and/or Bond Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Authorized Officer acting on behalf of the Issuer.

Section 12. 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:

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Mayor Mike Spano	[✓]	[]	[]	[]
Deputy Mayor Susan Gerry	[✓]	[]	[]	[]
Melissa Nacerino	[]	[]	[]	[x]
Hon. Cecile D. Singer	[]	[]	[x]	[]
Peter Kischak	[✓]	[]	[]	[]

The Resolutions were thereupon duly adopted.

