Jefferson County Civic Facility Development Corporation
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915

TO: **JCCFDC Loan Review Committee**
David Converse, Chair
Robert E. Aliasso, Jr.
Charles Capone
John Condino

FROM: Marshall Weir, CEO

DATE: August 27, 2026

SUBJECT: **JCCFDC Loan Review Committee Meeting Notice**

A JCCFDC Loan Review Committee meeting has been scheduled for **Tuesday, September 1, 2026 at 8:15 a.m.**

The live stream link is available at www.jcida.com.

Zoom:
https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVjKytDdz09
Meeting ID: 843 5525 0468
Passcode: 011440
1-929-205-6099 US (New York)

Please confirm your attendance with Peggy Sampson pssampson@jcida.com at your earliest convenience.

Thank you.

pss

c: Jay Matteson
Dorena Kimball
Hon. William Johnson
Paul Warneck
W. Edward Walldroff
Lisa L'Huillier
Rob Aiken
Dr. Dawn Robinson
Justin Miller, Esq.
Media

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JCCFDC LOAN REVIEW COMMITTEE
Tuesday, September 1, 2026
8:15 a.m.

AGENDA

I. **Call to Order**

II. **Pledge of Allegiance**

III. **Other/Unfinished business**

1. **Samaritan Senior Village, Inc. – Reissuance Request**

IV. **Adjournment**

HANCOCK ESTABROOK LLP

Carrie J. Pollak
(607) 391-2861
cpollak@hancocklaw.com

August 27, 2026

IN PERSON AND ELECTRONIC DELIVERY

Jefferson County Civic Facility Development Corporation
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
Attention: Marshall Weir, CEO

Re: Application for Reissuance of Jefferson County Civic Facility Development Corporation ("JCCFDC" Tax-Exempt Multi-Modal Revenue Bonds (Samaritan Senior Village, Inc. Project), Series 2012 (the "2012 Bonds")

Dear Mr. Weir:

Delivered together with this letter is an executed application for financial assistance from Samaritan Senior Village, Inc. ("SSV"), a short form environmental assessment form, and the application fee of $2,500. In support of the job information requested in the application, SSV has submitted Form NYS-45 for the second quarter of 2026. Please let us know if you require additional detail.

Please note that the proposed project consists solely of reissuance of the 2012 Bonds. Very little action is required on the part of your board to approve the reissuance. Likewise, no additional administrative oversight is required from the JCCFDC, as the bond issue already exists and there is no new money.

SSV has provided you a copy of the term sheet issued by M&T Bank. We request confidential treatment of the term sheet and this letter pursuant to Section 87(2)(d) of the Public Officers Law. The information contained in the term sheet and this letter constitutes trade secrets of SSV and would harm its competitive position if disclosed. In addition, we request that any direct discussion of this term sheet or this letter be held in executive session pursuant to Public Officers Law Section 10(f) for the same reason.

Finally, we respectfully request that JCCFDC waive its administrative fee for this reissuance in light of SSV's financial and operational struggles over the last several years. Any help the issuer can give to reduce the cost of this transaction would be appreciated. SSV previously paid an administrative fee of $146,113 in connection with the initial issuance of the 2012 Bonds and $56,669.59 in connection with the 2021 reissuance. As the Bonds are currently outstanding, no additional or ongoing administrative burden will be placed on JCCFDC as a result of this transaction.

Please let us know if you have any questions or would like to discuss this matter.

Very truly yours,

HANCOCK ESTABROOK, LLP

Carrie J. Pollak

Carrie J. Pollak

Enclosures

JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION

Application for Financial Assistance

Applicant (Company) Name:
Samaritan Senior Village, Inc.

Applicant Address:
830 Washington Street, Watertown, New York 13601

Phone:
315-755-3605

E-mail:
mbriggs3@shsny.com

Application Date: August 27, 2026

Internal Use Only
Staff Signature and Date of Submission:________________
Revised Date:________________, Revision #:________________
Completed Application Date:________________ Staff Initial________________

Document Date: January 9, 2025

JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION APPLICATION

INSTRUCTIONS

1. Fill in all blanks, using "none", "not applicable" or "N/A" where the question is not appropriate to the Project, which is the subject of this Application (the "Project"). If you have any questions about this application, please call the Jefferson County Civic Facility Development Corporation (the "JCCFDC"), 800 Starbuck Avenue, Suite 800, Watertown, NY 13601 (315) 782-5865.

2. If an estimate is given as the answer to a question, put "(est.)" after the figure or answer, which is estimated.

3. If more space is needed to answer any specific question, attach a separate sheet.

4. When completed, return this application by mail or fax to the JCCFDC at the address indicated on the cover page of this Application. A signed application may also be submitted electronically in PDF format to Marshall Weir at (mweir@jcida.com), however, the application will not be considered by the JCCFDC until the application fee has been received.

5. The JCCFDC will not give final approval for this Application until the JCCFDC receives a completed NYS Full Environmental Assessment Form concerning the Project, which is the subject of this Application.

6. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the JCCFDC (with certain limited exceptions) are open to public inspection and copying. If the Applicant feels that there are elements of the Project which are in the nature of trade secrets which, if disclosed to the public or otherwise widely disseminated, would cause substantial injury to the Applicant's competitive position, this Applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law.

7. The Applicant will be required to pay the JCCFDC Application fee and, if accepted as a project of the JCCFDC, all administrative fees as stated below, as well as legal fees of the JCCFDC.

   Fees. The Development Corporation Application should be submitted with a non-refundable $2,500.00 Application Fee to the Jefferson County Civic Facility Development Corporation. The JCCFDC will collect a 1% (.01) administrative fee for the first $10 million and .25% for any issuance in excess of $10 million at time of closing based on the value of the bonds issued.

   An annual administrative fee in the amount of $750.00 will be paid for the first five years, with an increase of $750.00 for each subsequent five year period.

   For a reissuance, there is a fee of .25%.

8. A complete application consists of the following:
   A. The Application
   B. Attachment II A – Preliminary or Existing Plans and Sketches
   C. Attachment IIO -- Financial Information
   D. Attachment IIP – NYS Full Environmental Assessment Form
   E. A check payable to the JCCFDC in the amount of $2,500.00

Revised Date:____________________, Revision #:____________________

Document Date – January 9, 2025

JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION APPLICATION

Please answer all questions by filling in the blanks. Use attachments as necessary.

I. APPLICANT INFORMATION

DATE: August 27, 2026

Organization Name:	Samaritan Senior Village, Inc.				
Mailing Address:	830 Washington Street				
City:	Watertown	State:	NY	Zip:	13601
Phone:	315-755-3605	Fax:	N/A		
Contact Person:	Maxine Briggs, CFO				
Email Address:	mbriggs3@shsny.com				
FED ID Number:	46-4913668				

A. Board Chair, CEO and CFO

Name	Title	Business Address	Phone	Email
Martin Yenawine	Chair	830 Washington St., Watertown	315-491-4877	martinayenawine@gmail.com
Thomas Carman	President/CEO	830 Washington St., Watertown	315-785-4121	tcarman@shsny.com
Maxine Briggs	CFO	830 Washington St., Watertown	315-755-3605	mbriggs3@shsny.com

Revised Date:__________, Revision #:__________

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B. Applicant's Counsel

Name:	Carrie J. Pollak				
Firm:	Hancock Estabrook, LLP				
Mailing Address	200 E. Buffalo St., Ste 301				
City:	Ithaca	State:	NY	Zip:	14850
Phone:	607-391-2861	Fax:		607-391-2871	
Email:	cpollak@hancocklaw.com				

C. Applicant's Accountant

Name:	William Wildridge				
Firm:	Fust Charles Chambers LLP				
Mailing Address	220 South Warren Street				
City:	Syracuse	State:	NY	Zip:	13202
Phone:	315-446-3600	Fax:			
Email:	wwildridge@fcc-cpa.com				

II. PROJECT INFORMATION

A. Describe the proposed acquisitions, construction or reconstruction, including buildings, site improvements and equipment. Also, indicate square feet by usage (e.g., office, classrooms), and type of construction. Attach a copy of preliminary plans or sketches, and/or floor plan of existing facility.

See attached

B. Location of Project, including city, town or village within which it is located. Attach a map showing location of project:

2291 Campus Drive, Watertown, NY, 13601 91.05-1-11.32

Revised Date:____________________, Revision #:____________________

Reissuance of the approximately $18,565,946.00 in outstanding principal amount of the Jefferson County Civic Facility Development Corporation Tax-Exempt Multi-Modal Revenue Bonds (Samaritan Senior Village, Inc.), Series 2012 (the "Bonds") used to finance the following (A)(1) the acquisition by Samaritan Senior Village, Inc. of an interest in an approximately 17.7-acre parcel of land (the "Land") located at 22691 Summit Drive in the Town of Watertown, Jefferson County, New York, (2) the construction on the Land of (a) an approximately 108,400 square foot skilled nursing facility (the "Nursing Facility") that will serve elderly and disabled residents in need of 24-hour a day nursing and personal care assistance; and (b) an approximately 37,137 square foot commons area (the "Commons Facility" and, together with the Nursing Facility, the "Facility") as part of an approximately 193,000 square foot senior care community that will also include an approximately 84,933 square foot 120-bed assisted living facility, (3) the acquisition and installation in the Facility of certain machinery, furnishings and equipment (the "Equipment" and, together with the Land and the Facility, the "Project Facility"); (B) the funding of a debt service reserve fund, if any, to secure the Bonds.

C. Utilities on Site:

Water: ☐ Yes ☐ No Electric: ■ Yes ☐ No
Gas: ☐ Yes ☐ No Sanitary/Storm Sewer: ■ Yes ☐ No

D. Owner of the Project (land, building, improvements and/or personal property)

Applicant

If other than Applicant, by what means will the applicant utilize the facility:

E. Zoning of Project Site: Current Zoning: R-1 Proposed Zoning: N/A

F. Are any local land use approvals required: ☐ Yes ■ No

If Yes, describe:

G. Principal use of Project upon completion:

Assisted Living / Skilled Nursing Facility

H. Estimated Project Costs. Give an accurate estimate of the following costs: **Provide detailed information such as contractor estimates/contracts, etc.**

Land:	
Building Construction:	
Site Work:	
Legal Fees: (other than Company's Attorneys)	
Engineering Fees:	
Financial Charges:	
Machinery & Equipment:	
JCCFDC Fee:	
Other (Specify):	Approx $18,565,946 (reissue)
Estimated Total Cost:	Approx $18,565,946 (reissue)

Revised Date:________________, Revision #:________________

Document Date – January 9, 2025

I. Estimate value of Tax Exempt Bonds that Applicant is requesting JCCFDC issue:
$ Approx $18,565,946

J. Project Schedule:

Give an estimate of the project completion date. complete

K. Jobs:

By statute, Corporation staff must project the number of FTE jobs that would be retained and created if the request for Financial Assistance is granted. Corporation staff will project such jobs over the Three-Year time period following Project completion. Convert part-time jobs into FTE jobs by dividing the number of part-time jobs by two (2). A FTE job is one that works the equivalent of a 40-hour week for 48 weeks. A part-time job is one that works the equivalent of a 20-hour week for 24 weeks.

	Current # of jobs at proposed project location or to be relocated at project location	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE jobs to be RETAINED **(Provide Form NYS-45 to show retained employees)**	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE jobs to be CREATED upon THREE Years after Project completion
**Full time (FTE)	262	262	0

Salary and Fringe Benefits for Jobs to be Retained and Created:

Category of Jobs to be Retained and Created	FTE	Average Salary or Range of Salary	Average Fringe Benefits or Range of Fringe Benefits
Management			
Professional			
Administrative			
Production			
Warehousing			
Transportation/Logistics			
Contracted Employees			
Other			
TOTAL			

Revised Date:____________________, Revision #:____________________

L. Use of Local Workforce Policy:

The use of 'local labor' will be a factor in evaluating this application. Answers to the following questions will assist us in that evaluation.

'Local labor' for the purpose of this application is defined as residents from Jefferson, St. Lawrence, Lewis and Oswego Counties. If a 'labor workforce plan' has been designed, please include that plan as an addendum to this application. Questions below are applicable for both a construction project and for the operations of a sustaining project.

Please check which best describes your project scope:
( ) Construction Project (x) Long-term Operations Project ( ) Both

1. How will the project developer seek out and use the local workforce. (If your workforce is already 'local' by definition, please explain)

2. What is your total expected workforce during the construction phase of the project? What percentage of those are expected to be local? What is the total expected workforce during the operations phase of the project? What percentage of these do you estimate will be local:
   Total construction workforce N/A
   Percentage of total construction workforce will be 'local' N/A
   Total workforce once project is in 'operation' ______
   Percentage of the total 'operational' workforce will be local ______

3. What specific approaches are to be used in your efforts to identify local workforce candidates if additional project workers are necessary?

4. If additional contractor or subcontractors are to be hired, will you request their use of local labor? If so, give examples of how that request is to be made.

   N/A

The Agency acknowledges that the extensive use of local labor is not always possible. Are there circumstances such as those used in the examples below that will affect the percentage of local labor for your project?

1. Is there is a warrantee issue involved.
2. The work is so highly specialized that local labor cannot be found.
3. You identified a significant cost differential when using local labor.
4. No local labor is available.

Revised Date:______, Revision #:______

Document Date – January 9, 2025

It is the intention of JCCFDC to randomly verify the use of the local workforce, using whatever method it determines is most effective. This verification may occur throughout the term of any incentive programs.

M. Organization Financial Information Attachment:

1. Copies of the two most recent financial statements

2. Copy of the most recent Annual Report

3. Strategic Plan

N. Environmental Information:

1. The JCCFDC must make a determination of environmental significance for the project. A completed NYS Full Environmental Assessment Form must be submitted.

III. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the JCCFDC as follows:

A. Annual Report on Outstanding Bonds. The Applicant understands and agrees that, if the Project receives any Financial Assistance from the JCCFDC, the Applicant agrees to file, or cause to be filed, with the JCCFDC, on an annual basis, any information regarding bonds, if any, issued by the JCCFDC for the project that is requested by the Comptroller of the State of New York.

B. Absence of Conflicts of Interest. The Applicant has received from the JCCFDC a list of the members, officers and employees of the JCCFDC. No member, officer or employee of the JCCFDC has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

C. The Jefferson County Civic Facility Development Corporation reserves the right to ask for additional information as it deems necessary to complete its review of your application.

Revised Date:____________________, Revision #:____________________

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Jefferson County Civic Facility Development Corporation will rely on the representations made herein when acting on this Application and hereby represent that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

Samaritan Senior Village, Inc.
(Name of Organization)

By: Maxine Briggs
Name: Maxine Briggs
Title: CFO
Date: August 26, 2026

Revised Date:__________, Revision #:__________

IV. HOLD HARMLESS AGREEMENT

Applicant hereby releases Jefferson County Civic Facility Development Corporation and the members, board of directors, officers, servants, agents and employees thereof (the "JCCFDC") from, agrees that the JCCFDC shall not be liable for and agrees to indemnify, defend and hold the JCCFDC harmless from and against any and all liability arising from or expense incurred by (A) the JCCFDC's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax-exemptions and other assistance requested therein are favorably acted upon by the JCCFDC, (B) the JCCFDC's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the JCCFDC with respect to the Project, including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the JCCFDC or the Applicant are unable to reach final agreement with the respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the JCCFDC, its agents or assigns, all costs incurred by the JCCFDC in the process of the Application, including attorneys' fees, if any.

Samaritan Senior Village, Inc.
(Name of Organization)

By: Maxine Briggs

Name: Maxine Briggs

Title: CFO

Date: August 26, 2026

STATE OF NEW YORK)
COUNTY OF Jefferson) ss.:

On the 26 day of August in the year 2026 before me, the undersigned, a notary public in and for the said State, personally appeared Maxine Briggs satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.

Cynthia L. Stean
Notary Public

CYNTHIA L. STEAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01ST0018059
QUALIFIED IN JEFFERSON COUNTY
MY COMMISSION EXPIRES DECEMBER 7, 20 27

Revised Date: __________, Revision #: __________

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AUTHORIZING RESOLUTION
(Samaritan Senior Village, Inc. Project – 2026 Bond Reissuance)

Resolution Number – 09.03.2026.01

A regular meeting of the Jefferson County Civic Facility Development Corporation was convened in public session on Thursday, September 3, 2026, at 8:45 a.m., local time, at 800 Starbuck Avenue, Watertown, New York.

On motion duly made by _____________ and seconded by _____________, the following resolution was placed before the members of the Jefferson County Civic Facility Development Corporation (the "Issuer"):

RESOLUTION OF THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION (THE "ISSUER") AUTHORIZING (i) THE AMENDMENT OF TERMS FOR AND REISSUANCE OF THE ISSUER'S TAX-EXEMPT MULTI-MODAL REVENUE BONDS (SAMARITAN SENIOR VILLAGE, INC. PROJECT), SERIES 2012, AND (ii) EXECUTION OF RELATED FINANCING DOCUMENTS AND REISSUANCE DOCUMENTS.

WHEREAS, on October 31, 2012, the Jefferson County Civic Facility Development Corporation issued its $28,145,000 original principal amount Tax-Exempt Multi-Modal Revenue Bonds (Samaritan Senior Village, Inc. Project), Series 2012 (the "Series 2012 Bonds") to finance a project (the "Project") for the benefit of Samaritan Senior Village, Inc. (the "Institution") consisting of (A)(1) the acquisition by the Institution of an interest in an approximately 17.7-acre parcel of land (the "Land") located at 22691 Summit Drive in the Town of Watertown, Jefferson County, New York, (2) the construction on the Land of (a) an approximately 108,400 square foot skilled nursing facility (the "Nursing Facility") that will serve elderly and disabled residents in need of 24-hour a day nursing and personal care assistance; and (b) an approximately 37,137 square foot commons area (the "Commons Facility" and, together with the Nursing Facility, the "Facility") as part of an approximately 193,000 square foot senior care community that will also include an approximately 84,933 square foot 120-bed assisted living facility; (3) the acquisition and installation in the Facility of certain machinery, furnishings and equipment (the "Equipment" and, together with the Land and the Facility, the "Project Facility"); (B) the funding of a debt service reserve fund, if any, to secure the Series 2012 Bonds; and (C) the financing of all or a portion of the costs of the foregoing by the issuance of the Series 2012 Bonds; and

WHEREAS, the Series 2012 Bonds were issued pursuant to the terms of a certain Trust Indenture, dated as of October 1, 2012 (the "Original Indenture"), entered into by and between the Issuer and US Bank National Association (the "Trustee"); and

WHEREAS, pursuant to the terms of a certain Loan Agreement, dated as of October 1, 2012, between the Issuer and the Institution (the "Loan Agreement"), the Issuer loaned the proceeds from the sale of the Series 2012 Bonds to the Institution in order to finance the costs of the Project Facility; and

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WHEREAS, as security for the Series 2012 Bonds, the Issuer assigned to the Trustee certain of the Issuer's rights under the Loan Agreement, including the right to receive loan payments and other amounts payable thereunder, pursuant to a certain Pledge and Assignment, dated as of October 1, 2012 from the Issuer to the Trustee (the "Pledge and Assignment"); and

WHEREAS, pursuant to a certain Bond Purchase and Building Loan Agreement, dated as of October 1, 2012 (the "Bond Purchase Agreement"), by and among the Institution, the Issuer and M&T Bank (the "Bank"), as initial purchaser of the Series 2012 Bonds, the Bank purchased the Series 2012 Bonds and advanced the proceeds thereof to the Trustee, on behalf of the Issuer, from time to time to pay the costs of the Project; and

WHEREAS, on September 2, 2021, the Institution submitted an Application for Financial Assistance (the "2021 Application") to the Issuer requesting the Issuer's consideration and approval of the reissuance of the Series 2012 Bonds (the "2021 Reissuance") to, among other things, modification of the interest rate, the terms upon which the Bonds may be redeemed or prepaid prior to maturity, and the date upon which the Bank will tender the Bonds for purchase by the Institution (the "2021 Modification"); and

WHEREAS, in connection with the 2021 Modification, the Issuer, the Institution, the Bank and the Trustee executed and delivered, including, but not limited to, the following documents: (i) that certain Amendment to Financing Documents, dated as of October 1, 2021, by and among the Issuer, the Trustee, the Institution and the Bank; (ii) that certain Mortgage Modification Agreement, dated as of October 1, 2021, by and among the Institution, the Issuer and the Trustee; (iii) that certain Amended and Restated Series 2012 Bond; (iv) that certain Reissued Tax Regulatory Agreement, dated October 1, 2021, from the Institution to and for the benefit of the Issuer and the Trustee; and (v) related documents (collectively, the "2021 Financing Documents" and, together with the Indenture, the Loan Agreement and the Bond Purchase Agreement, the "Original Financing Documents"); and

WHEREAS, the Series 2012 Bonds currently bear interest at the Bank Loan Rate (as defined in the Indenture, as amended), which uses the "Cost of Funds" rate ("COF") as more particularly defined in the Indenture, as amended, as the rate for determining the interest payable on the Series 2012 Bonds; and

WHEREAS, the Institution and Bank have proposed to undertake the reissuance of the Series 2012 Bonds, which will require the amendment to certain provisions of the Original Financing Documents; and

WHEREAS, the Institution has submitted an Application for Financial Assistance (the "2026 Application") to the Issuer requesting the Issuer's consideration and approval of: (i) the reissuance of the Series 2012 Bonds to allow for, among other things, modification of the interest rate, certain financial covenants and related changes and (ii) the amendment, as needed, of the Original Financing Documents, to permit the replacement of the existing COF rate with SOFR (the "Secured Overnight Financing Rate", which is a rate equal to the secured overnight financing rate as administered by the Federal Reserve Bank of New York) for the Series 2012 Bonds (collectively, the "SOFR Rate Adjustment"); and (iii) the amendment to certain security

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instruments relating to the Series 2012 Bonds (collectively with the SOFR Rate Adjustment, the "Modifications"); and

WHEREAS, the proposed Modifications would entail the Issuer, the Institution, the Bank and the Trustee amending the Original Financing Documents, amend and restate the Series 2012 Bonds, and to amend certain security instruments relating to the Series 2012 Bonds (collectively, the amendments being referred to herein as the "Financing Documents"); and

WHEREAS, the Issuer has been advised by its Bond Counsel Harris Beach Murtha Cullina PLLC ("Bond Counsel") that the proposed Modifications will result in a "reissuance" of the Series 2012 Bonds (the "Reissuance") for federal income tax purposes under Section 1001 of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Department Regulations thereunder (the "Regulations"); and

WHEREAS, in order to "reissue" the Series 2012 Bonds, the Issuer will execute such certificates and tax forms as necessary reissue the Series 2012 Bonds as tax exempt obligations under Sections 103 and 145 of the Code (the "Reissuance Documents"); and

WHEREAS, based upon the Application and supporting materials provided by the Institution, the Issuer has identified the proposed Modifications, execution of the Financing Documents and Reissuance Documents collectively as a Type II Action, as defined pursuant to the State Environmental Quality Review Act, as codified pursuant to Article 8 of the Environmental Conservation Law and 6 NYCRR Part 617 et seq (collectively, "SEQRA"), for which no formal SEQRA review is necessary; and

WHEREAS, the Issuer desires to (i) accept the 2026 Application submitted by the Institution, (ii) authorize and approve the Modifications and Reissuance; and (iv) authorize the execution and delivery of the Financing Documents and Reissuance Documents.

NOW, THEREFORE, BE IT RESOLVED BY THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby accepts the 2023 Application submitted by the Institution in connection with the Modifications and Reissuance.

Section 2. The Issuer hereby finds that the proposed Modifications, execution of the Financing Documents and Reissuance Documents collectively as a Type II Action, as defined pursuant to the State Environmental Quality Review Act, as codified pursuant to Article 8 of the Environmental Conservation Law and 6 NYCRR Part 617 et seq (collectively, "SEQRA"), for which no formal SEQRA review is necessary.

Section 3. The Issuer hereby authorizes the Modifications and Reissuance and authorizes the Issuer's General and Bond Counsel, to work with the Institution, Bank and Trustee to finalize the Financing Documents and Reissuance Documents and assist the Issuer with the Reissuance and documentation thereof pursuant to the Financing Documents and Reissuance Documents. The undertaking of the Reissuance and execution of the Financing Documents and

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Reissuance Documents shall be contingent upon the Institution's payment of the Administrative Fee and all costs and fees of the Issuer incurred in connection with the foregoing.

Section 4. The Chief Executive Officer, Chairman, Vice Chairman and Secretary of the Issuer (each, an "Authorized Officer") are each hereby authorized, on behalf of the Issuer, to execute and deliver one or more amendments to the Series 2012 Bonds and the Financing Documents and Reissuance Documents, and/or amend and restate the Series 2012 Bonds, Financing Documents and Reissuance Documents, and to execute and deliver all documents necessary and incidental thereto, all in the form and substance as approved by an Authorized Officer of the Issuer and counsel to the Issuer. The execution of such documents by an Authorized Officer of the Issuer shall constitute conclusive evidence of the Issuer's approval.

Section 5. 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, and to execute and deliver all such additional certificates, instruments and documents, 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 Bonds, the Financing Documents, as amended, and the Reissuance Documents. None of the officers, members, directors, employees, representatives, or agents of the Issuer, however, shall have any personal liability under the Series 2012 Bonds or the Financing Documents or Reissuance Documents.

Section 6. 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 7. Due to the complex nature of this transaction, the Issuer hereby authorizes its Chairman (or Vice Chairman) and/or Chief Executive Officer to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by Harris Beach Murtha Cullina PLLC, Bond Counsel to the Issuer, to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of nay such agreements, documents or certificates by the Chairman (or Vice Chairman) and/or Chief Executive Officer.

Section 8. All other documents entered into in connection with the Series 2012 Bonds shall remain in full force and effect.

Section 9. This Resolution shall take effect immediately.

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

	Yea	*Nay*	*Absent*	*Abstain*
Robert E. Aliasso, Jr.				
John J. Condino				
David J. Converse				
William J. Johnson				
Lisa L'Huillier				
W. Edward Walldroff				
Paul J. Warneck				

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

DRAFT

I, the undersigned Secretary of Jefferson County Civic Facility Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Jefferson County Civic Facility Development Corporation (the "Corporation"), including the resolution contained therein, held on September 3, 2026, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the Directors of the Corporation present throughout said meeting.

I FURTHER CERITFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of September, 2026.

____
W. Edward Walldroff
Secretary