

City of Albany Capital Resource Corporation

21 Lodge Street
Albany, New York 12207
Telephone: (518) 434-2532
Fax: (518) 434-9846

Tracy Metzger, *Chair*
Susan Pedo, *Vice Chair*
Darius Shahinfar, *Treasurer*
Lee Eck, *Secretary*
Robert Schofield
Dominick Calsolaro
Jahkeen Hoke

Sarah Reginelli, *Chief Executive Officer*
Mark Opalka, *Chief Financial Officer*
William Kelly, *Agency Counsel*

To: Tracy Metzger
Darius Shahinfar
Susan Pedo
Dominick Calsolaro
Lee Eck
Robert Schofield
Jahkeen Hoke

Sarah Reginelli
Mark Opalka
William Kelly
Joe Scott
Joe Landy
Andy Corcione
Genevieve Zurowski

Date: November 13, 2018

CRC REGULAR MEETING AGENDA

A Regular Board Meeting of the City of Albany Capital Resource Corporation Board will be held on **Thursday, November 15th at 12:15 PM** (or directly after the Board Meeting of the City of Albany IDA) at 21 Lodge Street, Albany, NY 12207 in the Large Conference Room.

Roll Call

Reading of Minutes of the Regular Board Meeting of October 18, 2018

Approval of Minutes of the Regular Board Meeting of October 18, 2018

Report of Chief Financial Officer

A. Financial Report

Unfinished Business

New Business

A. St. Peter's Hospital of the City of Albany
- Possible Public Hearing Resolution

Other Business

A. Corporation Update

Adjournment

The next regularly scheduled Board Meeting will be held on Thursday, December 20, 2018 at 21 Lodge Street, Albany, NY. Please check the website www.albanyida.com for updated meeting information.

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CRC MINUTES OF THE REGULAR BOARD MEETING Thursday, October 18, 2018

Attending: Tracy Metzger, Dominick Calsolaro, Susan Pedo, Robert Schofield, Darius Shahinfar, and Lee Eck

Absent: Jahkeen Hoke

Also Present: Sarah Reginelli, Mark Opalka, Joe Landy, Ashley Mohl, Mike Bohne, Genevieve Zurowski, Joseph Scott and Bill Kelly

Chair Tracy Metzger called the Regular Board Meeting of the CRC to order at 1:09 p.m.

Roll Call

Chair Tracy Metzger reported that all Board members were present with the exception of Jahkeen Hoke.

Reading of Minutes of the Regular Meeting of May 17, 2018

Since the minutes of the previous meeting had been distributed to Board members in advance for review, Chair Tracy Metzger made a proposal to dispense with the reading of the minutes.

Approval of Minutes of the Regular Meeting of May 17, 2018

Chair Tracy Metzger made a proposal to approve the minutes of the regular Board meeting of May 17, 2018 as presented. A motion to accept the minutes, as presented, was made by Darius Shahinfar and seconded by Dominick Calsolaro. A vote being taken, the minutes were accepted unanimously.

Report of Chief Financial Officer

Staff reviewed the monthly financial report with the Board.

New Business

Amplify Albany Grant Program

Chair Tracy Metzger presented the Grant Agreement Approval Resolution – 2018 Amplify Albany Program. A motion to adopt the resolution was made by Susan Pedo and seconded by Darius Shahinfar. The Board discussed the merits of supporting the program. A vote being taken, the resolution passed unanimously.

2019 CRC Budget

Chair Tracy Metzger presented to the Board the *2019 Budget Approval Resolution*. A motion to adopt the resolution was made by Darius Shahinfar and seconded by Susan Pedo. A vote being taken, the resolution passed unanimously.

CRC Audit Engagement Letter

Susan Pedo, Chair of the Audit Committee, informed the Board that the Audit Committee met with Teal, Becker & Chiaramonte to discuss the Audit Engagement letter and formally recommended the engagement. Susan Pedo advised the Board that this is Katharine Doran's second year serving as a shareholder. The costs of the services provided to the Agency were reviewed and would remain the same. The Board discussed the excellent service and past performance of Teal, Becker & Chiaramonte.

Chair Tracy Metzger presented to the Board the *Approval Resolution Selection of Accountants for FY-2018 Audit*. A motion to adopt the resolution was made by Lee Eck and seconded by Dominick Calsolaro. The Board discussed excellent performance of Teal, Becker & Chiaramonte. A vote being taken, the resolution passed unanimously.

Other Business

None.

There being no further business, Chair Tracy Metzger adjourned the meeting at 1:25 p.m.

Respectfully submitted,

Lee Eck, Secretary

City of Albany CRC
 2018 Monthly Cash Position
 October 2018

	<i>Actual</i>										<i>Projected</i>		<i>YTD Total</i>
	January	February	March	April	May	June	July	August	September	October	November	December	
Beginning Balance	\$ 557,509	\$ 450,440	\$ 450,611	\$ 450,794	\$ 447,982	\$ 448,170	\$ 448,346	\$ 448,541	\$ 448,729	\$ 448,897	\$ 374,062	\$ 349,215	\$ 557,509
Revenue													
Fee Revenue													
Application Fee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Agency Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Administrative Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Modification Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal - Fee Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Revenue													
Interest Income	\$ 199	171	183	189	188	176	194	188	168	164	154	143	2,118
Misc	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal - Other Revenue	\$ 199	\$ 171	\$ 183	\$ 189	\$ 188	\$ 176	\$ 194	\$ 188	\$ 168	\$ 164	\$ 154	\$ 143	\$ 2,118
Total - Revenue	\$ 199	\$ 171	\$ 183	\$ 189	\$ 188	\$ 176	\$ 194	\$ 188	\$ 168	\$ 164	\$ 154	\$ 143	\$ 2,118
Expenditures													
Audits	1,500	-	-	3,000	-	-	-	-	-	-	-	-	4,500
Transit Enhancement Program	-	-	-	-	-	-	-	-	-	-	-	-	-
Strategic Activities	55,000	-	-	-	-	-	-	-	-	75,000	25,000	-	155,000
IDA	50,778	-	-	-	-	-	-	-	-	-	-	-	50,778
D & O Insurance	-	-	-	-	-	-	-	-	-	-	-	1,700	1,700
Misc.	(10)	-	-	-	-	-	-	-	-	-	-	100	90
Total - Expenditures	\$ 107,268	\$ -	\$ -	\$ 3,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 75,000	\$ 25,000	\$ 1,800	\$ 212,068
Ending Balance	\$ 450,440	\$ 450,611	\$ 450,794	\$ 447,982	\$ 448,170	\$ 448,346	\$ 448,541	\$ 448,729	\$ 448,897	\$ 374,062	\$ 349,215	\$ 347,559	\$ 347,559

City of Albany CRC

Fee Detail by Month

October 2018

	Name	Application Fee	Agency Fee	Administration Fee	Modification Fee	TOTAL FEE
<i>January</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>February</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>March</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>April</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>May</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>June</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -

City of Albany CRC

Fee Detail by Month

October 2018

	Name	Application Fee	Agency Fee	Administration Fee	Modification Fee	TOTAL FEE
<i>July</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	-	-	-
<i>August</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	-	-	-
<i>September</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>October</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>November</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>December</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
	2018 TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
		<i>Application Fee</i>	<i>Agency Fee</i>	<i>Administration Fee</i>	<i>Modification Fee</i>	<i>TOTAL FEE</i>

MEMO

TO: City of Albany Capital Resource Corporation – Board

FROM: City of Albany Capital Resource Corporation Staff

RE: St. Peter's Hospital of the City of Albany

DATE: November 13, 2018

St Peter's Hospital, through Trinity Health Credit Group, is seeking bond financing involving a multi-state issuer from Michigan. In accordance with TEFRA guidelines, the CRC Board is being asked to conduct a Public Hearing on their behalf.



ST PETER'S HEALTH
PARTNERS

Robert N. Swidler, Esq.
VP. Legal Services
St. Peter's Health Partners
Cusack Building, 5th floor
315 South Manning Boulevard
Albany NY 12208
phone 518-525-6099
email robert.swidler@sphp.com

November 13, 2018

City of Albany Capital Resource Corporation
Albany, New York

Re: TEFRA Approval Requested in Connection with the Issuance of Certain Bonds to Finance
Capital Projects for St. Peter's Health Partners and Affiliates

Dear City of Albany Capital Resources Corporation:

In January 2015 and again in December 2017, the City of Albany Capital Resources Corporation (the "CRC") assisted St. Peter's Health Partners ("St. Peter's Health") and its affiliates, St. Peter's Hospital of the City of Albany ("St. Peter's Hospital") and Trinity Health Corporation ("Trinity"), with the "host community" TEFRA approval process required in connection with the issuance by the Michigan Finance Authority of its Hospital Revenue Bonds (Trinity Credit Group), Series 2015 and Series 2017 (the "Prior Bonds"), the proceeds of which were applied to the refunding of certain bonds previously issued for St. Peter's Hospital and to the refinancing of various capital expenditures and improvements to the facilities of St. Peter's Health located in the City of Albany.

The Trinity Health Credit Group is undertaking an approximately \$300,000,000 bond issue through the Michigan Finance Authority (the "Series 2019 Bonds"), the proceeds of which will be used by Trinity to finance and refinance various capital projects for its affiliates in California, Florida, Georgia, Iowa, Illinois, Massachusetts, Indiana, Michigan, Oregon, Ohio, and New York. The efficiencies and cost savings achieved by utilizing a single issuer to finance projects located in multiple jurisdictions will provide Trinity and its affiliates, including St. Peter's Health, with cost-effective financing for needed capital projects.

St. Peter's Health, on behalf of itself and its New York affiliates, and on behalf of Trinity, is respectfully requesting the assistance once again of the CRC in connection with the "host community" TEFRA approval process in connection with the issuance of a portion of the Series 2019 Bonds in an amount not exceeding \$4,000,000 to be applied to refinance miscellaneous routine capital expenditures at the St. Peter's Health facilities located in the City of Albany.

I have also enclosed a more detailed letter from Trinity's Bond Counsel, Hawkins Delafield & Wood LLP relating to the 2019 financing, the Albany projects and the TEFRA requirements. Trinity intends to go to market with the Series 2019 Bonds in early January and expects that the Bonds will be issued and delivered in February 2019. Trinity is seeking all local host community approvals prior to the end of the calendar year so that the offering document relating to the Series 2019 Bonds may be released in early January. St. Peter's Health would greatly appreciate the CRC's assistance once again in facilitating this important matter that will help St. Peter's Health and its affiliates to continue to fulfill our mission of service to our patients and our community.

Very truly yours,

Robert N. Swidler



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November 13, 2018

City of Albany Capital Resource Corporation
Albany, New York

Re: TEFRA Approval Requested in Connection with the Issuance of Certain Bonds to Finance Capital Projects for St. Peter's Health Partners and Affiliates

In January 2015 and again in December 2017, the City of Albany Capital Resources Corporation (the "CRC") assisted St. Peter's Health Partners ("St. Peter's Health") and its affiliates, St. Peter's Hospital of the City of Albany ("St. Peter's Hospital") and Trinity Health Corporation, an Indiana nonprofit corporation with its principal place of business in Livonia, Michigan and the sole member of St. Peter's Health ("Trinity"), with the "host community" TEFRA approval process required in connection with the issuance by the Michigan Finance Authority of its Hospital Revenue Bonds (Trinity Credit Group), Series 2015 and Series 2017, the proceeds of which were applied to the refunding of certain bonds previously issued for St. Peter's Hospital and the refinancing of certain capital expenditures and improvements at the Albany facilities owned and/or operated by St. Peter's Health and its affiliates.

Through its affiliates, Trinity owns and operates hospital and health care facilities in twenty-two states, including New York. St. Peter's Health and its affiliates own and operate hospitals and related health care facilities in the City of Albany and in Albany County, as well as in the surrounding counties of Saratoga, Rennselaer and Schenectady, including St. Peter's Hospital, Albany Memorial Hospital, St. Mary's Hospital, Samaritan Hospital and Sunnyview Rehabilitation Hospital.

The Trinity Health Credit Group is undertaking an approximately \$300,000,000 bond issue through the Michigan Finance Authority (the "Series 2019 Bonds"), the proceeds of which will be used by Trinity to finance and refinance various capital projects for its affiliates in California, Florida, Georgia, Iowa, Illinois, Indiana, Massachusetts, Michigan, Oregon, Ohio, and New York. In addition to the Series 2019 Bonds to be issued through the Michigan Finance Authority, Trinity also expects to issue approximately \$50,000,000 aggregate principal amount of bonds through the Idaho Health Facilities Authority for facilities in Idaho and approximately \$60,000,000 aggregate principal amount of bonds through the Saint Mary Hospital Authority (PA) for facilities in Pennsylvania.

St. Peters Health, on behalf of itself and its New York affiliates, and on behalf of Trinity, is respectfully requesting the assistance once again of the CRC in connection with the "host community" TEFRA approval process in connection with the issuance of a portion of the Series 2019 Bonds in an

amount not exceeding \$4,000,000 to be applied to refinance capital expenditures at the St. Peter's Health facilities located in the City of Albany (the "Albany Projects"). St. Peter's Health expects that substantially all of the Series 2019 proceeds to be applied to the Albany Projects will be utilized at the main hospital campus at St. Peter's Hospital for miscellaneous routine capital expenditures consisting mainly of patient care equipment and related renovations and renovations, improvements and equipment for medical oncology facilities.

In order to maximize economic, legal and administrative efficiencies and to continue to provide the most efficient and cost-effective financing of capital projects to its constituent hospitals and health care providers, including St. Peter's Health, Trinity has structured its bond financing program to undertake large-sized, composite issues, generally utilizing the Michigan Finance Authority to finance and refinance as many of its projects throughout its multiple jurisdictions as is feasible and as produces the best overall financing results for the entire Trinity Health Credit Group. While the majority of Trinity's tax-exempt bonds are issued through the Michigan Finance Authority, Trinity also utilizes certain other issuers in its composite issues when the bond sizing in such other jurisdictions is large enough to produce optimum pricing results and to take advantage of favorable trading differentials, or where other considerations may require the use of a different issuer, such as where the projects would be ineligible for financing under the Michigan Finance Authority's statute. By maximizing the amount of bonds that are issued through a single issuer, and by limiting the number of additional issuers utilized, Trinity has been able to economize on issuer fees, legal fees and other costs of borrowing, and to streamline the legal documents to achieve administrative efficiency with respect to post-issuance covenant and document compliance matters.

In order to satisfy the requirements of the Code, Trinity and St. Peter's Health are requesting that the CRC hold a TEFRA Hearing with respect to the proposed issuance of the Series 2019 Bonds and the Albany Projects to be financed thereby. Trinity and St. Peter's Health are further seeking the assistance of the CRC in obtaining the TEFRA approval of the Mayor of the City of Albany, following the TEFRA Hearing, to the issuance of the Series 2019 Bonds for the purpose of refinancing the Albany Projects, as required by the Code.

The Series 2019 Bonds will be special, limited obligations of the Michigan Finance Authority, payable solely from the debt service payments required to be made by the Trinity Health Credit Group to the Michigan Finance Authority and the other security to be pledged by the Trinity Health Credit Group with respect to the Series 2019 Bonds. None of the CRC, the City of Albany, the State of New York nor any political subdivision thereof will be obligated in any respect whatsoever with respect to the Series 2019 Bonds.

Please let me know if we can provide any additional information to the CRC with respect to the foregoing request. Thank you in advance for your assistance.

Very truly yours,


Kristine Flynn

**CITY OF ALBANY CRC - PUBLIC HEARING RESOLUTION
2018 NEW MONEY TEFRA PROJECT
ST. PETER’S HOSPITAL OF THE CITY OF ALBANY**

A regular meeting of City of Albany Capital Resource Corporation (the “Issuer”) was convened in public session at the office of the Corporation located at 21 Lodge Street in the City of Albany, Albany County, New York on November 15, 2018 at 12:15 p.m., local time.

The meeting was called to order by the Chair of the Corporation and, upon roll being called, the following members of the Corporation were:

PRESENT:

Tracy L. Metzger	Chair
Susan Pedo	Vice Chair
Lee E. Eck, Jr.	Secretary
Hon. Darius Shahinfar	Treasurer
Dominick Calsolaro	Director
Jahkeen Hoke	Director
Robert T. Schofield	Director

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Sarah Reginelli	Chief Executive Officer
Mark Opalka	Chief Financial Officer
Ashley Mohl	Senior Economic Developer II, Capitalize Albany Corporation
Joseph Landy	Senior Economic Developer II, Capitalize Albany Corporation
Andrew Corcione	Economic Developer, Capitalize Albany Corporation
Michael Bohne	Communications & Marketing, Capitalize Albany Corporation
Genevieve Zurowski	Executive Assistant, Capitalize Albany Corporation
William G. Kelly, Jr., Esq.	Issuer Counsel
A. Joseph Scott, III, Esq.	Bond Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1118-__

**RESOLUTION AUTHORIZING THE ISSUER TO HOLD A PUBLIC HEARING
REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT
OF ST. PETER’S HOSPITAL OF THE CITY OF ALBANY.**

WHEREAS, the Issuer is authorized and empowered by the provisions of Section 1411 of the New York State Not-For-Profit Corporation Law (the “NFPCL”) to take steps to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, instruct or train individuals to improve or develop their capabilities for such jobs, carry on

scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the NFPCL and its certificate of incorporation (the "Certificate") to issue its revenue bonds to finance the cost of the acquisition, construction, reconstruction and installation of one or more "projects" (as described in the NFPCL and the Certificate), to loan or cause to be loaned the proceeds of any revenue bonds to be provided for the financing of one or more "projects," to acquire, construct, reconstruct and install said projects or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, St. Peter's Hospital of the City of Albany, a New York not-for-profit corporation (the "Institution") has advised the Issuer that the Institution is considering the potential funding (the "Capital Project") of certain capital projects located in the City of Albany, New York with the proceeds of tax-exempt revenue bonds (the "Obligations"); and

WHEREAS, the Institution has further advised the Issuer that the potential funding of the Capital Project will also include other revenue bonds issued for parties related to the Institution in other states and the issuer of the bonds will be an out-of-state issuer of bonds; and

WHEREAS, with respect to any portion of the Obligations intended to be issued as federally tax-exempt obligations, interest on such portion of the Obligations will not be excludable from gross income for federal income tax purposes unless pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations of the United States Treasury Department thereunder (the "Treasury Regulations"), the issuance of such portion of the Obligations is approved by the Mayor of the City of Albany, New York after the Issuer has held a public hearing pursuant to Section 147(f) of the Code on the nature and location of the Project Facility and the issuance of such portion of the Obligations; and

WHEREAS, the Issuer desires to assist the Institution and provide for compliance with the provisions of Section 147(f) of the Code with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF CITY OF ALBANY CAPITAL RESOURCE CORPORATION, AS FOLLOWS:

Section 1. The Issuer hereby authorizes the Chief Executive Officer of the Issuer, after consultation with the Directors of the Issuer and the Issuer's Counsel and Bond Counsel, (A) to establish the time, date and place for one or more public hearings of the Issuer to hear all persons interested in the Capital Project (each, a "Public Hearing"); (B) to cause the Public Hearing conducted pursuant to Section 147(f) of the Code to be held in the City of Albany, New York and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the City of Albany, such notice or notices to be published no fewer than fourteen (14) days prior to the date established for such Public Hearing; (C) to conduct such Public Hearing or Public Hearings; (D) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing to be promptly prepared and cause copies of said report to be made available to the Directors of the Issuer; and (D), if any portion of the Obligations is intended to be issued as federally tax-exempt obligations, to cause a report of the Public Hearing conducted pursuant to Section 147(f) of the Code fairly summarizing the views presented at such Public Hearing to be promptly prepared and cause copies of said report to be made available to the Mayor of the City of Albany, New York, subject to the following conditions: (A) approval by Issuer Counsel and Bond Counsel to the form

of the public hearing notice and Mayor’s certificate of approval (the “Public Approval”), (B) the payment by the Institution of the administrative fee of the Issuer, and all other fees and expenses of the Issuer in connection with the holding of the Public Hearing and the obtaining of the Public Approval, including the fees of Issuer Counsel and Bond Counsel, and (C) the following additional conditions:

Section 2. The Chair, Vice Chair and/or Chief Executive Officer of the Issuer is hereby authorized and directed to distribute copies of this Resolution to the Institution and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Chief Executive Officer of the Issuer in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. 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:

Tracy L. Metzger	VOTING	_____
Susan Pedo	VOTING	_____
Lee E. Eck, Jr.	VOTING	_____
Hon. Darius Shahinfar	VOTING	_____
Dominick Calsolaro	VOTING	_____
Jahkeen Hoke	VOTING	_____
Robert T. Schofield	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of City of Albany Capital Resource Corporation (the “Corporation”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the Directors of the Corporation, including the Resolution contained therein, held on November 15, 2018 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 Directors of the Corporation 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 Directors of the Corporation 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 Corporation this 15th day of November, 2018.

(Assistant) Secretary

(SEAL)