



ONTARIO COUNTY LOCAL DEVELOPMENT CORPORATION
(ONTARIO COUNTY, NEW YORK)

\$33,400,000

ONTARIO COUNTY LOCAL DEVELOPMENT CORPORATION
REVENUE REFUNDING BONDS, SERIES 2017A
(THE FREDERICK FERRIS THOMPSON HOSPITAL PROJECT)

AND

\$2,480,000

ONTARIO COUNTY LOCAL DEVELOPMENT CORPORATION
TAXABLE REVENUE REFUNDING BONDS, SERIES 2017B
(THE FREDERICK FERRIS THOMPSON HOSPITAL PROJECT)

DATED AS OF DECEMBER 1, 2017

DELIVERED DECEMBER 27, 2017



NIXON PEABODY^{LLP}

ATTORNEYS AT LAW

www.nixonpeabody.com

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PARTIES TO TRANSACTION

Ontario County Local Development Corporation	“Issuer” and “Series 2010 Issuer”
The Frederick Ferris Thompson Hospital	“Hospital”
Key Government Finance, Inc.	“Purchaser”
The Bank of New York Mellon, as Trustee	“Trustee” “Series 2003 Trustee” and “Series 2010 Trustee”
Ontario County Industrial Development Agency	“Series 2003 Issuer”
The F.F. Thompson Foundation, Inc.	“Foundation”

INDEX TO TRANSCRIPT

<u>Index No.</u>	<u>Description of Documents</u>
I. Basic Contracts	
1.	A. Bond Purchase and Continuing Covenants Agreement (between the Hospital and the Purchaser).
	B. Placement Agent Agreement (between the Hospital and Barclays, as “Placement Agent”).

<u>Index No.</u>	<u>Description of Documents</u>
2.	Indenture of Trust, with Schedule of Definitions and Forms of Bonds Attached (between Issuer and Trustee).
3.	Loan Agreement, with Forms of Promissory Notes attached (between Issuer and Hospital).
4.	Series 2017A Promissory Note (from Hospital to Issuer), together with Endorsement of Series 2017A Promissory Note (from Issuer to Trustee).
5.	Series 2017B Promissory Note (from Hospital to Issuer), together with Endorsement of Series 2017B Promissory Note (from Issuer to Trustee).
6.	Tax Regulatory Agreement (between Issuer and Hospital and acknowledged by the Trustee).
7.	Pledge and Security Agreement (from Hospital and Foundation to Trustee).
8.	Guaranty Agreement (from Foundation to Trustee).

III. Closing Documents

9. Inducement Resolution, dated November 20, 2017.
10. UCC Financing Statements (Indenture and Pledge and Security Agreement).
11. Information Report (IRS Form 8038).
12. Public Approval (with Notice and Minutes of Public Hearing held on December 1, 2017).
13. Bond Resolution, dated December 11, 2017.

A. Issuer

14. Closing Certificate of the Issuer, with the following Exhibits attached:
 - Exhibit A. Certified Copy of the Issuer Certificate of Incorporation;
 - Exhibit B. By-Laws of the Issuer; and
 - Exhibit C. Bond Specimen.

Index No.

Description of Documents

- 15. Request and Authorization of Issuer to Trustee to Authenticate and Deliver the Series 2017A Bonds.
- 16. Request and Authorization of Issuer to Trustee to Authenticate and Deliver the Series 2017B Bonds.

B. Hospital

- 17. Closing Certificate of the Hospital, with the following Exhibits attached:

- Exhibit A. Certified Copy of Hospital's Certificate of Incorporation, as certified by the New York Department of State, as amended to date;
- Exhibit B. By-Laws of the Hospital, as amended to date;
- Exhibit C. Good Standing Certificate of the Hospital, as certified by the New York Department of State;
- Exhibit D. Certified Copies of the Resolutions of the Board of Directors;
- Exhibit E. 501(c)(3) Determination Letter; and
- Exhibit F. Insurance Policies, required by Section 6.4 of the Loan Agreement.

C. Foundation

- 18. Closing Certificate of the Foundation, with the following Exhibits attached:

- Exhibit A. Certified Copy of Foundation's Certificate of Incorporation, as certified by the New York Department of State, as amended to date;
- Exhibit B. By-Laws of the Foundation, as amended to date;
- Exhibit C. Certified Copies of the Resolutions of the Board of Directors; and
- Exhibit D. 501(c)(3) Determination Letter.

D. Trustee

- 19. Certificate of Trustee.

<u>Index No.</u>	<u>Description of Documents</u>
20.	Trustee's Certificate of Receipt and Deposit of Proceeds of the Series 2017A Bonds.
21.	Trustee's Certificate of Receipt and Deposit of Proceeds of the Series 2017B Bonds.
	<u>E. Purchaser</u>
22.	Receipt for Series 2017A Bonds.
23.	Receipt for Series 2017B Bonds.
24.	Bank Certificate.
	<u>F. Opinion of Counsel</u>
25.	Opinion of Counsel to Issuer.
26.	Opinion of Counsel to Hospital and Foundation.
27.	Opinion of Bond Counsel.
28.	Opinion of Counsel to Trustee.
	<u>G. Miscellaneous</u>
29.	Certificate of Requisition No. 1 (from Hospital to Trustee).
30.	A. Certificate as to Costs of Issuance – Series 2017 Bonds; and B. Certificate – Public Authorities Accountability Act Reporting and Interest Rate Swap Information.
31.	Distribution List.
	<u>H. Series 2003 Bonds</u>
32.	Letter of Instructions.
33.	Termination of Hospital Lease (between the Series 2003 Issuer and the Hospital), together with recording Form TP-584.
34.	Termination of Nursing Home Lease (between the Series 2003 Issuer and M.M. Ewing Continuing Care Center (formerly known as F.F. Thompson Continuing Care Center, Inc.) (the “Nursing Home”), together with recording Form TP-584.

Index No.

Description of Documents

35. Termination of Lease Agreement (between the Series 2003 Issuer and the Hospital), together with recording Form TP-584.
36. Termination of Sublease Agreement (between the Hospital and the Nursing Home), together with recording Form TP-584.
37. Release of Pledge and Assignment (from Series 2003 Issuer, Series 2003 Trustee and KeyBank National Association (the “**LOC Bank**”), together with recording Form TP-584.
38. Satisfaction of Mortgage, Assignment of Rents, Security Agreement (from Series 2003 Issuer, Series 2003 Trustee and LOC Bank) – Hospital Mortgage.
39. Satisfaction of Mortgage, Assignment of Rents, Security Agreement (from Series 2003 Issuer, Series 2003 Trustee and LOC Bank) – Nursing Home Mortgage.
40. Release of Guaranty (from Series 2003 Issuer and Series 2003 Trustee).
41. Opinion of Bond Counsel (Re: Bankruptcy).
42. UCC-3 Financing Statements.

I. Series 2010 Bonds

43. Certificate of the Hospital with respect to certain matters in connection with the termination of the Loan Agreement.
44. Consent and Waiver (from KeyBank National Association, as the holder of the bonds (the “Holder”))
45. Consent and Waiver (from the Series 2010 Trustee and the Series 2010 Issuer)
46. Certificate of Holder as to Payment (from the Holder).
47. Certificate of Trustee as to Payment of the Bonds (from the Series 2010 Trustee).
48. Termination of Loan Agreement (between the Series 2010 Issuer and the Hospital).
49. Satisfaction of Building Loan Mortgage, Assignment of Rents, Security Agreement and Fixture Filing, as assigned, from the Trustee

Index No.

Description of Documents

and KeyBank National Association (the “Agent”).

50. Satisfaction of Building Loan Mortgage, Assignment of Rents, Security Agreement and Fixture Filing (from Agent).
51. Termination of Assignment of Rents and Leases (from Agent).
52. Termination of Assignment of Rents and Leases (from Trustee and Agent).
53. UCC-3 Financing Statements.