

INITIAL REQUISITION

(THE FREDERICK FERRIS THOMPSON HOSPITAL PROJECT)

December 27, 2017

The Bank of New York Mellon, as Trustee
500 Ross Street, 12th Floor
Pittsburgh, Pennsylvania 15262

Re: Disbursement Request Number 01

Ladies and Gentlemen:

This Certificate of Requisition is made pursuant to Section 4.04 of the Indenture of Trust, dated as of December 1, 2017 (the “**Indenture**”), between the Ontario County Local Development Corporation (the “**Issuer**”) and The Bank of New York Mellon, as Trustee (the “**Trustee**”). All definitions in the Indenture are hereby incorporated by reference.

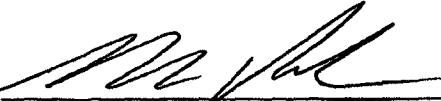
We hereby request that the sum of Six Hundred Forty-Seven Thousand Twenty-Six and 03/100 Dollars (\$647,026.03) be disbursed by you to us from the Series 2017 Cost of Issuance Account of the Project Fund established and held by you under the Indenture.

Attached hereto as Schedule Number 1 is a general description of the Costs of the Series 2017 Project covered by this Certificate of Requisition and the manner in which such payment is to be made.

In respect of the Cost of the Series 2017 Project described in Schedule Number 1 hereto, we hereby certify that: (1) each obligation paid or payable in connection therewith has been properly recorded on our books, (2) each such obligation is a proper charge against the Project Fund, (3) no such obligation is the basis of any previous withdrawal from the Project Fund, (4) such obligations will not result in less than 95% of the Net Proceeds (including any investment earnings thereon) being used for land or depreciable property, (5) we are not in default under the Loan Agreement and nothing has occurred to our knowledge which prevents performance of our obligations under the Loan Agreement, and (6) each such obligation does not violate the Tax Regulatory Agreement.

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THE FREDERICK FERRIS THOMPSON
HOSPITAL

By: 
Authorized Representative

SIGNATURE PAGE TO INITIAL REQUISITION

SCHEDULE NUMBER 1



MEMORANDUM

TO: The Frederick Ferris Thompson Hospital Working Group

FROM: Barclays

DATE: December 27, 2017

SUBJECT: Ontario County Local Development Corporation
Revenue Refunding Bonds, Series 2017
(The Frederick Ferris Thompson Hospital Project)

Closing Instructions

1. Closing Date

Closing will take place on December 27, 2017, via email. All wires must be remitted by December 27, 2017, at 10:00 am ET.

2. Sources and Uses of Funds

Sources:	Series 2017A	Series 2017B	Aggregate
Par Amount	\$33,400,000.00	\$2,480,000.00	\$35,880,000.00
Hospital Contribution	47,934.24	15,978.08	63,912.32
Total	\$33,447,934.24	\$2,495,978.08	\$35,943,912.32

Uses:	Series 2017A	Series 2017B	Aggregate
Escrow Deposit	\$32,800,908.21	\$2,270,303.01	\$35,071,211.22
Cost of Issuance	647,026.03	225,675.07	872,701.10
Total	\$33,447,934.24	\$2,495,978.08	\$35,943,912.32

3. Wires by Key Government Finance, Inc.

On December 27, 2017, Key Government Finance, Inc. (the "Lender") will send two Federal Funds wires to The Bank of New York Mellon (the "Trustee").

- A. The first wire will be for the amount of \$33,400,000.00, representing the purchase price of the Series 2017A Bonds.
- B. The second wire will be for the amount of \$2,480,000.00, representing the purchase price of the Series 2017B Bonds.

Wire Instructions:

ABA: 021000018
Account Number: 2127328400
Account Name: FF Thompson Hosp 2017 COI Acct
Attn: Mark Petro

4. Wire by The Frederick Ferris Thompson Hospital

At or prior to closing, The Frederick Ferris Thompson Hospital (the "Borrower") will send one wire to the Trustee in the amount of **\$63,912.32**, for the Borrower's contribution toward the refunding of the Series 2003B Bonds.

5. Application of Funds

Following receipt of the foregoing funds from the Lender and the Borrower, the Trustee will make the following transfers and applications:

- A. **\$9,081,212.05** shall be transferred to the Bank of New York Mellon acting in its capacity as the 2003 Trustee to defease the Borrower's Series 2003B Bonds in the following manner:
 - i. \$6,762,974.80 shall be transferred from the proceeds of the Series 2017A Bonds
 - ii. \$2,254,324.93 shall be transferred from the proceeds of the Series 2017B Bonds
 - iii. \$63,912.32 shall be transferred from the Borrower's contribution
- B. **\$25,989,999.17** shall be transferred to the Bank of New York Mellon acting in its capacity as the 2010 Trustee to redeem the Borrower's outstanding Series 2010 Bonds.
- C. **\$647,026.03** from the proceeds of the Series 2017A Bonds and **\$225,675.07** from the proceeds of the Series 2017B Bonds shall be deposited into the Series 2017 Costs of Issuance Account of the Project Fund to pay the costs of issuance.

6. Post-Closing

Following closing, the Trustee will make the following transfers to satisfy payment of the costs of issuance:

Role & Firm	Fee Amount	Costs of Issuance Account: Series 2017A	Costs of Issuance Account: Series 2017B	Wire Instructions
Issuer (Ontario County LDC)	\$358,800.00	\$334,000.00	\$24,800.00	Canandaigua National Bank and Trust Acct #: 1104153172 ABA # - 022303659
Issuer's Counsel (Underberg Kessler)	11,000.00	10,239.69	760.31	Account Number: 9842680457 Account Name: Underberg & Kessler, LLP Operating Account ABA Number:022000046 Bank Wiring Into: M&T Bank

Role & Firm	Fee Amount	Costs of Issuance Account: Series 2017A	Costs of Issuance Account: Series 2017B	Wire Instructions
				M&T Address: 28 East Main Street, Rochester NY 14614
Lender (Key Government Finance, Inc.)	143,520.00	133,600.00	9,920.00	Payee: Key Government Finance, Inc. 1000 S. McCaslin Blvd Superior, CO 80027 Bank Name: KeyBank of Ohio 127 Public Square Cleveland, OH 44114 ABA Routing #: 21300077 Account #: 329959027940 Type of Account: Key Bank NA Contact number 716-838-7200
Lender's Counsel (Harris Beach)	40,000.00	37,235.23	2,764.77	BANK OF AMERICA ABA NUMBER: 026009593 ACCOUNT NUMBER: 9350517393 HARRIS BEACH PLLC IOLA ACCOUNT
Placement Agent (Barclays)	116,610.00	108,550.00	8,060.00	Bank of New York ABA 021000018 Account Name - BZW Account # GLA111569 Attention: Syndicate Credit Middle Office NY Ref: Placement Agent Services – OCLDC FF Thompson Series 2017
Placement Agent's Counsel (Katten Muchin Rosenman)	7,500.00	6,981.61	518.39	Reference: 214095.00128 JP Morgan Chase Bank 1211 Avenue of the Americas, 39th Floor New York, New York 10036 ABA #021000021 Swift Code: CHASUS33 For Credit To: Katten Muchin Rosenman LLP Operating Account Account #967343933
Trustee (BNYM)	5,350.00	4,980.21	369.79	ABA: 021000018 Account Number: 2127328400 Account Name: FF Thompson Hosp 2017 COI Acct Attn: Mark Petro
Trustee's Counsel (Buchanan Ingersoll & Rooney)	5,000.00	4,654.40	345.60	Wire / ACH Information PNC Bank, N.A. Buchanan Ingersoll & Rooney Operating Account Account #: 1133081072 ABA#: 043000096 SWIFT CODE: PNCCUS33 Please Reference: 0084426-000302 Invoice: 10977898
Verification Agent (The Arbitrage Group)	1,750.00	1,629.04	120.96	TO: BS A.G. ABA 026007993

Role & Firm	Fee Amount	Costs of Issuance Account: Series 2017A	Costs of Issuance Account: Series 2017B	Wire Instructions
				For credit to: UBS Financial Services, Inc. Account: 101WA258640000 For final credit to: The Arbitrage Group Account Number UG-95666 UBS AG Address 677 Washington Boulevard Stamford, CT 06901 203-719-3000
Bond Counsel (Nixon Peabody)	108,500.00	-	108,500.00	Beneficiary: JP Morgan Chase Bank One Chase Square Rochester, New York 14643 Routing ABA#: #021000021 Account #: Nixon Peabody LLP Account # 938761475 SWIFT Code: CHASUS33 Invoice Paid: 9943084
Borrower's Counsel (Bond Schoeneck & King)	\$65,000.00	-	65,000.00	ABA #: 021300077 Bank: KeyBank, 201 South Warren St., Syracuse, NY 13202 Account #: 329681047489 Bond, Schoeneck & King, PLLC Reference: Matter No. 788741 SWIFT #: KEYBUS33 (for international wires only)
Total	\$868,030.00	\$641,870.18	\$221,159.82	

Please call Richard Gerbino (212-526-7443) with any questions or comments regarding this information.