INITIAL PROJECT RESOLUTION
(*Auburn Medical Campus, LLC Project)*

A regular meeting of the Auburn Industrial Development Authority was convened at Memorial City Hall, 24 South Street, Auburn, New York on October 28, 2026 at 5:00 p.m.

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

Resolution No. 2026-10-2

RESOLUTION OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (i) ACCEPTING THE APPLICATION OF AUBURN MEDICAL CAMPUS, LLC. WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE PROJECT; AND (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AUTHORITY.

WHEREAS, the Auburn Industrial Development Authority (the "**Authority**") is authorized and empowered by the provisions of the Auburn Industrial Development Authority Act, Chapter 915 of the 1969 Laws of New York constituting Title 15 of Article 8 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of New York, as amended (the "**Act**"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities, and facilities for use by a federal agency or medical facility, among others, and thereby to advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn and improve their medical care and standard of living; and

WHEREAS, Auburn Medical Campus, LLC, a New York limited liability company (the "**Company**"), has requested the Authority's assistance with a certain project (the "**Project**") consisting of (i) the acquisition of four parcels of land located in the City totaling ±5.43 acres located at (A) 23 Perrine Street (Tax Map No. 115.28-1-82.1), (B) 147 North Street (Tax Map No. 116.21-1-41), (C) 143 North Street (Tax Map No. 116.21-1-42.1), and W. Park Avenue (Tax Map No. 115.28-1-82.2) (collectively, the "**Land**") improved by certain medical, industrial, and residential buildings (the "**Existing Improvements**"), (ii) the demolition of the Existing Improvements, (iii) the construction on the Land of a 3 story, approximately 81,000 square foot medical building, parking improvements, and related site improvements (the "**Improvements**"), and (iv) installation in and around the Improvements of certain items of equipment for use by the Company in connection with the operation of the Improvements as a medical facility (the "**Equipment**" and, together with the Land and the Improvements, the "**Project Facility**"); and

WHEREAS, the facility will be leased or subleased to Auburn Community Hospital, Inc., a New York not-for-profit corporation, as project occupant (the "**Project Occupant**") for operation as a medical facility; and

WHEREAS, pursuant to Section 2302 of the Act, the Authority desires to adopt a resolution describing the Project and the financial assistance that the Authority is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Authority will hold a public hearing and (i) negotiate and enter into a lease agreement (the "**Lease Agreement**"), leaseback agreement (the "**Leaseback Agreement**"), payment-in-lieu-of-tax agreement (the "**PILOT Agreement**"), and an agent and financial assistance and project agreement (the "**Agent Agreement**") with the Company, (ii) take title to or retain a leasehold interest in the Project Facility (once the Lease Agreement, Leaseback Agreement, and PILOT Agreement have been negotiated) and (iii) provide financial assistance (the "**Financial Assistance**") to the Company in the form of (A) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, (B) a partial abatement of real property taxes, and (C) a partial abatement of the mortgage recording, all as set forth in the PILOT Agreement and Agent Agreement; and

WHEREAS, pursuant to Section 2307 of the Act, prior to the Authority providing any Financial Assistance to any project, the Authority, among other things, must hold a public hearing with respect to the Project; and

WHEREAS, the actions of the Authority remain subject to the review required by the New York State Environmental Quality Review Act ("**SEQRA**") with respect to the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUTHORITY AS FOLLOWS:

Section 1. The Company has presented an application in a form acceptable to the Authority. Based upon the representations made by the Company to the Authority in the Company's application, the Authority hereby finds and determines that:

(A) By virtue of the Act, the Authority has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Authority has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Authority will further the purposes of the Authority under the Act by increasing employment opportunities in the City of Auburn, preventing economic deterioration and otherwise furthering the purposes of the Authority as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "**State**") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Authority hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably

necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The proposed financial assistance being contemplated by the Issuer includes (A) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Project Facility or used in the acquisition, construction, renovation or equipping of the Project Facility; (B) an abatement or exemption from real property taxes levied against the Project Facility pursuant to a PILOT Agreement to be negotiated; and (C) the partial abatement of the mortgage recording tax.

Section 3. The Chair or Vice Chair of the Authority are hereby authorized, on behalf of the Authority, to cause the issuance of a notice of public hearing, hold a public hearing in compliance with the Act and negotiate (but not execute or deliver) the terms of (A) the Lease Agreement whereby the Company leases the Project Facility to the Authority, (B) the Leaseback Agreement conveying the Project Facility back to the Company, (C) the PILOT Agreement, whereby the Company agrees to make certain payments-in-lieu-of real property taxes, (D) the Agent Agreement whereby the Company makes certain representations and agreements with respect to the Financial Assistance granted to the Company, and (E) related documents; provided (i) the rental payments under the Leaseback Agreement shall include payments of all costs incurred by the Authority arising out of or related to the Project and indemnification of the Authority by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Authority's Uniform Tax Exemption Policy or if there is a deviation from such policy that sufficient grounds are stated for such deviation as set forth in Section 2315 of the Act.

Section 4. This Resolution is subject to compliance with the applicable provisions of SEQRA in connection with the Project.

Section 5. The Chair and Vice Chair of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 6. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote, which resulted as follows:

	Yea	Nay	Absent	Abstain
Gwendolyn Webber-Mcleod, Chair	x			
Terrence Cuddy, Vice Chair	x			
Daniel Lovell, Secretary	x			
James Giannettino, Member			x	
Tessa Crawford, Member			x	
Justin Herrling, Member	x			
Karen Walter, Member	x			
Courtney Hennigan, Member	x			
Matthew DelFavero, Member	x			

STATE OF NEW YORK)
COUNTY OF CAYUGA) SS:

I, the undersigned Secretary of the Auburn Industrial Development Authority, DO HEREBY CERTIFY:

That I have compared the annex extract of minutes of the meeting of the Auburn Industrial Development Authority (the "**Authority**"), including the resolution contained therein, held on October 28, 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 Authority and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matter therein referred to.

I FURTHER CERTIFY, that all members of said Authority 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 of the State (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 members of the Authority 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 or repealed.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 28 day of October, 2026.

Daniel Lovell, Secretary