

THE BANK OF NEW YORK MELLON
CERTIFICATE AS TO RECEIPT OF DOCUMENTS,
INCUMBENCY AND AUTHENTICATION OF BONDS

The Bank of New York Mellon, as Trustee, Bond Registrar and Paying Agent (the “**Trustee**”), for the Ontario County Local Development Corporation (the “**Issuer**”) \$33,400,000 Revenue Refunding Bonds, Series 2017A (The Frederick Ferris Thompson Hospital Project) (the “**Series 2017A Bond**”), dated December 27, 2017, and the Issuer’s \$2,480,000 Taxable Revenue Refunding Bonds, Series 2017B (The Frederick Ferris Thompson Hospital Project) (the “**Series 2017B Bonds**”; and, together with the Series 2017A Bonds, the “**Series 2017 Bonds**”), dated December 27, 2017, pursuant to the terms and conditions of an Indenture of Trust, dated as of December 1, 2017 (the “**Indenture**”), between the Issuer and the undersigned (capitalized terms used but not defined herein shall have the same meaning ascribed to them in the Indenture), HEREBY CERTIFIES as follows:

1. The Indenture; the Guaranty Agreement, dated as of December 1, 2017 (the “**Guaranty**”), from the F.F. Thompson Foundation, Inc. (the “**Foundation**”) to the Trustee; and the Pledge and Security Agreement, dated as of December 1, 2017 (the “**Pledge and Security Agreement**”), from The Frederick Ferris Thompson Hospital (the “**Hospital**”) and the Foundation to the Trustee (collectively, the “**Trustee Documents**”); were executed and delivered in the name and on behalf of the undersigned, as Trustee, by one of its duly authorized officers.

2. It has received the documents required by Section 2.10 of the Indenture to be received by it as conditions precedent to the delivery of the Series 2017 Bonds.

3. It has received the Series 2017 Bonds and upon the order of the Issuer has authenticated the Series 2017 Bonds by manually executing on the Series 2017 Bonds a certificate in the following form:

“TRUSTEE’S CERTIFICATE OF AUTHENTICATION

This Series 2017[A][B] Bond is one of the Series 2017[A][B] Bonds described in the within mentioned Indenture.

THE BANK OF NEW YORK MELLON,
TRUSTEE

Dated: December 27, 2017

By: _____
Authorized Officer”

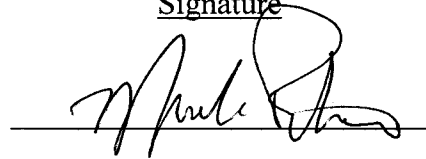
4. The authentication certificate, together with the Trustee Documents, were executed and delivered by Mark Petro, a duly elected, appointed or authorized officer or authorized signatory, qualified and acting as an officer or authorized

signatory of the Trustee and duly authorized to perform such acts at the respective times of such acts and his signature appearing on such documents is his genuine signature and set forth below opposite his name is a correct specimen of his signature.

Name

Signature

Mark Petro

A handwritten signature in black ink, appearing to read "Mark Petro", written over a horizontal line. The signature is cursive and stylized.

5. Said officer was at the time of authentication of the Series 2017 Bonds and still is a duly elected, appointed and qualified Vice President of the Trustee, duly authorized to perform the act above mentioned.

6. Attached hereto as Exhibit A is a true and correct copy of the Extract of the By-Laws of the Trustee which is in full force and effect and has not been modified or amended as of the date hereof.

7. It has examined the forms of the Series 2017 Bonds authenticated and delivered by it and found the same to be substantially in the form prescribed by the Indenture.

(Remainder of Page Intentionally Left Blank – Signature Page Follows)

IN WITNESS WHEREOF, The Bank of New York Mellon, as Trustee as aforesaid,
has caused this certificate to be executed this 27th day of December, 2017.

**THE BANK OF NEW YORK MELLON,
AS TRUSTEE**


By: 
Name: ANDREW JOYCE
Title: VICE PRESIDENT

Exhibit A

Extract of the By-Laws of
The Bank of New York Mellon

SIGNING AUTHORITIES
Extracts from By-Laws of
THE BANK OF NEW YORK MELLON
ARTICLE VI
As Amended through October 14, 2014

SECTION 6.1 [Intentionally Omitted]

SECTION 6.2 *Senior Signing Powers.* The Chief Executive Officer, the President, any Vice Chairman, any Senior Executive Vice President and any Executive Vice President is authorized to accept, endorse, execute or sign any document, instrument or paper in the name of, or on behalf of, the Bank in all transactions arising out of, or in connection with, the normal course of the Bank's business or in any fiduciary, representative or agency capacity and, when required, to affix the seal of the Bank thereto. In such instances as in the judgment of the Chief Executive Officer, the President, any Vice Chairman, any Senior Executive Vice President or any Executive Vice President may be proper and desirable, any one of said officers may authorize in writing, including email and other forms of electronic communication or approval, from time-to-time any other officer to have the powers set forth in this section applicable only to the performance or discharge of the duties of such officer within his or her particular division or function. Any officer of the Bank authorized in or pursuant to Section 6.3 to have any of the powers set forth therein, other than the officer signing pursuant to this Section 6.2, is authorized to attest to the seal of the Bank on any documents requiring such seal.

SECTION 6.3. *Limited Signing Powers.* In such instances as in the judgment of the Chief Executive Officer, the President, any Vice Chairman, any Senior Executive Vice President, or any Executive Vice President may be proper and desirable, any one of said officers may authorize in writing, including email and other forms of electronic communication or approval, from time to time any other officer, employee or individual to have the limited signing powers or limited power to affix the seal of the Bank to specified classes of documents set forth in a resolution of the Board applicable only to the performance or discharge of the duties of such officer, employee or individual within his or her division or function.

SECTION 6.4 *Powers of Attorney.* All powers of attorney on behalf of the Bank shall be executed by any officer of the Bank jointly with the Chief Executive Officer, the President, any Vice Chairman, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, any Managing Director, or any Director provided that the execution by such Senior Vice President, Managing Director or Director of said Power of Attorney shall be applicable only to the performance or discharge of the duties of such officer within his or her particular division or function. Any such power of attorney may, however, be executed by any officer or officers or person or persons who may be specifically authorized to execute the same by the Board of Directors and, at foreign branches only, by any two officers provided one of such officers is the Branch Manager.

SECTION 6.5. *Auditor.* The Chief Auditor or any officer designated by the Chief Auditor is authorized to certify in the name of, or on behalf of the Bank, in its own right or in a fiduciary or representative capacity, as to the accuracy and completeness of any account, schedule of assets, or other document, instrument or paper requiring such certification.

SIGNING AUTHORITY RESOLUTION

Pursuant to Section 6.3 of the By-laws

Adopted August 11, 2009, Effective as of December 11, 2012

WHEREAS, The Bank of New York Mellon (the "Bank") seeks to implement an electronic system of requesting, granting and tracking signature authority ("Electronic Authorized Signature System") for the Bank, its subsidiaries and affiliates; and

WHEREAS, the Bank maintains an Authorized Signatures Policy which outlines the necessary procedures to initiate or change signing authority for officers and certain non-officers of the Bank, its subsidiaries and affiliates; and

WHEREAS, the By-Laws of each corporation govern the signing authority for that particular entity; and

WHEREAS, Section 6.3, Limited Signing Powers, of the By-Laws of the Bank makes reference to a resolution of the Board (the "Resolution") which sets forth categories of limited signing powers which may be delegated by the Chief Executive Officer, the President, any Vice Chairman, any Senior Executive Vice President or any Executive Vice President to any other officer, employee or individual; and

WHEREAS, in connection with the implementation of the Electronic Authorized Signature System, management is recommending amendments to the Resolution with respect to revising or adding certain signing authority categories; and

WHEREAS, the Office of the Secretary maintains the current authorized signature database and will maintain the Electronic Authorized Signature System upon implementation; and

WHEREAS, implementation of the Electronic Authorized Signature System and the effective date of the following Resolution shall be a date determined by the Office of the Secretary (the "Effective Date").

NOW, THEREFORE, BE IT:

RESOLVED, that the Resolution of the Board, referred to in Section 6.3 of the By-Laws of the Bank be, and it hereby is, amended in its entirety, to read as follows:

RESOLVED, that, pursuant to Section 6.3 of the By-laws of The Bank of New York Mellon authority be, and hereby is, granted to the Chairman, the President, any Vice Chairman of the Board, any Senior Executive Vice President, or any Executive Vice President, in such instances as in the

judgment of any one of said officers may be proper and desirable, to authorize in writing from time-to-time any other officer, employee or individual to have the limited signing authority set forth in any one or more of the following paragraphs applicable only to the performance or discharge of the duties of such officer, employee or individual within his or her division or function:

(A) All signing authority set forth in paragraphs (B) through (I) below except Level C, D and P which must be specifically designated.

(B1) Individuals authorized to accept, endorse, execute or sign any bill receivable; certification; contract, document or other instrument evidencing, embodying a commitment with respect to, or reflecting the terms or conditions of, a loan or an extension of credit by the Bank; note; and document, instrument or paper of any type, including stock and bond powers, required for purchasing, selling, transferring, exchanging or otherwise disposing of or dealing in foreign currency, derivatives or any form of securities, including options and futures thereon; in each case in transactions arising out of, or in connection with, the normal course of the Bank's business.

(B2) Individuals authorized to endorse, execute or sign any certification; disclosure notice required by law; document, instrument or paper of any type required for judicial, regulatory or administrative proceedings or filings; and legal opinions.

(C1) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in excess of \$500,000,000 with single authorization for all transactions.

(C2) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in excess of \$500,000,000*.

(C3) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$500,000,000.

(C4) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount in excess of \$100,000,000 but not to exceed \$500,000,000*.

(C5) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire;

and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$100,000,000.

(C6) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$10,000,000.

(C7) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$5,000,000.

(C8) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$1,000,000.

(C9) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$250,000.

(C10) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$50,000.

(C11) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$5,000.

*Dual authorization is required by any combination of senior officer and/or Sector Head approved designee for non-exempt transactions. Single authorization required for exempt transactions.

(D1) Authority to accept, endorse, execute or sign any contract obligating the Bank for the payment of money or the provision of services in an amount up to \$1,000,000.

(D2) Authority to accept, endorse, execute or sign any contract obligating the Bank for the payment of money or the provision of services in an amount up to \$250,000.

(D3) Authority to accept, endorse, execute or sign any contract obligating the Bank for the payment of money or the provision of services in an amount up to \$50,000.

(D4) Authority to accept, endorse, execute or sign any contract obligating the Bank for the payment of money or the provision of services in an amount up to \$5,000.

(E) Authority to accept, endorse, execute or sign any guarantee of signature to assignments of stocks, bonds or other instruments; certification required for transfers and deliveries of stocks, bonds or other instruments; and document, instrument or paper of any type required in connection with any Individual Retirement Account or Keogh Plan or similar plan.

(F) Authority to accept, endorse, execute or sign any certificate of authentication as bond, unit investment trust or debenture trustee and on behalf of the Bank as registrar and transfer agent.

(G) Authority to accept, endorse, execute or sign any bankers acceptance; letter of credit; and bill of lading.

(H) Authority to accept, endorse, execute or sign any document, instrument or paper of any type required in connection with the ownership, management or transfer of real or personal property held by the Bank in trust or in connection with any transaction with respect to which the Bank is acting in any fiduciary, representative or agency capacity, including the acceptance of such fiduciary, representative or agency account.

(I1) Authority to effect the external movement of free delivery of securities and internal transfers resulting in changes of beneficial ownership.

(I2) Authority to effect the movement of securities versus payment at market or contract value.

(J) Authority to either sign on behalf of the Bank or to affix the seal of the Bank to any of the following classes of documents: Trust Indentures, Escrow Agreements, Pooling and Servicing Agreements, Collateral Agency Agreements, Custody Agreements, Trustee's Deeds, Executor's Deeds, Personal Representative's Deeds, Other Real Estate Deeds for property not owned by the Bank in its own right, Corporate Resolutions, Mortgage Satisfactions, Mortgage Assignments, Trust Agreements, Loan Agreements, Trust and Estate Accountings, Probate Petitions, responsive pleadings in litigated matters and Petitions in Probate Court with respect to Accountings, Contracts for providing customers with Bank products or services.

(N) Individuals authorized to accept, endorse, execute or sign internal transactions only, (i.e., general ledger tickets); does not include the authority to authorize external money movements, internal money movements or internal free deliveries that result in changes of beneficial ownership.

(P1) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in excess of \$10,000,000.

(P2) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$10,000,000.

(P3) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$5,000,000.

(P4) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$1,000,000.

(P5) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$250,000.

(P6) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$100,000.

(P7) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$50,000.

(P8) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$25,000.

(P9) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$10,000.

(P10) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$5,000.

(P11) Authority to approve the payment of valid expenses as incurred to meet the obligations of the Bank, excluding salary and other employee directed benefit payments; in each case, in an amount up to \$3,000.

RESOLVED, that any signing authority granted pursuant to this resolution may be rescinded by the Chairman, the President, any Vice Chairman of the Board, any Senior Executive Vice President, or any Executive Vice President and such signing authority shall terminate without the necessity of any further action when the person having such authority leaves the employ of the Company.