BOND RESOLUTION
CHAMPLAIN VALLEY PHYSICIANS HOSPITAL MEDICAL CENTER PROJECT

A regular meeting of Clinton County Capital Resource Corporation (the "Issuer") was convened in public session in the offices of the Issuer located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York on April 13, 2026 at 12:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson and, upon roll being called, the following members of the board of directors of the Issuer were:

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Mark Leta	Assistant Secretary
Christine Peters, Esq.	Assistant Treasurer
John VanNatten	Member

ABSENT:

Joey Trombley	Treasurer

ISSUER STAFF PRESENT INCLUDED THE FOLLOWING:

Molly F. Ryan	Executive Director
Toni Moffat	Executive Assistant
Dorothy Brunell	Administrative Assistant
Christopher C. Canada, Esq.	Issuer Counsel
Shannon E. Wagner, Esq.	Issuer Counsel

The following resolution was offered by D. Hoover, seconded by J. VanNatten, to wit:

Resolution No. 04-26-03

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY CLINTON COUNTY CAPITAL RESOURCE CORPORATION OF ITS REVENUE BONDS (CHAMPLAIN VALLEY PHYSICIANS HOSPITAL MEDICAL CENTER PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $85,000,000 AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, pursuant to the provisions of Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act") and Revenue Ruling 57-187 and Private Letter Ruling 200936012, (A) the County Legislature (the "County Legislature") of Clinton County, New York (the "County") adopted a resolution on November 10, 2010 (the "Sponsor Resolution") (1) authorizing the incorporation of Clinton County Capital Resource Corporation (the "Issuer") as a public instrumentality of the County and (2) appointing the initial members of the board of directors of the Issuer, who serve at the pleasure of the County, and (B) in December, 2010, a certificate of incorporation was filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Issuer; and;

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, Champlain Valley Physicians Hospital Medical Center, a not-for-profit corporation organized and existing under the laws of the State of New York (the "Borrower"), submitted an application (the "Application") to the Issuer, which Application requested that the Issuer consider undertaking a project (the "Project") for the benefit of the Borrower, said Project to consist of the following: (A) (1) the refinancing of the Issuer's (1) Revenue Refunding Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2016A issued by the Issuer on October 31, 2016 in the original aggregate principal amount of $14,255,000 (the "Series 2016A Bonds"), and (2) Revenue Refunding Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2016B issued by the Issuer on October 31, 2016 in the original aggregate principal amount of $17,425,000 (the "Series 2016B Bonds," and, collectively with the Series 2016A Bonds, the "Series 2016 Bonds"), which Series 2016 Bonds were used to refinance (a) Variable Rate Demand Civic Facility Revenue Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2002A, issued by County of Clinton Industrial Development Agency (the "Agency") on June 18, 2002 in the original aggregate principal amount of $10,800,000 (the "Series 2002A Bonds"), which Series 2002A Bonds were used to (i) finance a portion of the cost of the renovation and expansion of the Borrower's existing hospital facility located on a parcel of land located at 75 Beekman Street in the City of Plattsburgh, Clinton County, New York (the "Original Facility") through the construction of an approximately 22,600 square foot addition of the intensive care unit (the "Series 2002A Facility") to the Original Facility (the "Series 2002A Facility") and the acquisition and installation therein and thereon of certain machinery and equipment (the "Series 2002A Equipment" and together with the Original Facility and the Series 2002A Facility, the "Series 2002A Project Facility"), all of the foregoing to constitute an intensive care unit and related services to be provided by the Borrower, (ii) fund a reserve fund for the Series 2002A Bonds, and (iii) pay certain expenses incurred in connection with the issuance of the Series 2002A Bonds; (b) Variable Rate Demand Civic Facility Revenue Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2007A, issued by the Agency on June 7, 2007 in the original aggregate principal amount of $19,565,000 (the "Series 2007A Bonds") which Series 2007A Bonds were used to (i) finance a portion of the cost of the construction of an approximately 52,213 square foot addition to the Original Facility (the "Series 2007A Facility") and the acquisition and installation therein and thereon of certain machinery and equipment (the "Series 2007A Equipment" and together with the Series 2007A Facility, the "Series 2007A Project Facility"), all of the foregoing to constitute an expansion and improvement of the existing surgery suites, (ii) fund a reserve fund for the Series 2007A Bonds, and (iii) pay certain expenses incurred in connection with the issuance of the Series 2007A Bonds; and (c) Variable Rate Demand Civic Facility Revenue Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2007B, issued by the Agency on June 25, 2007 in the original aggregate principal amount of $12,505,000 (the "Series 2007B Bonds" and together with the Series 2007A Bonds, the "Series 2007 Bonds"), which Series 2007B Bonds were used to (i) finance a portion of the cost of the renovation of approximately 29,000 square feet of the Original Facility (the "Series 2007B Facility") and the acquisition and installation therein and thereon of certain machinery and equipment (the "Series 2007B Equipment" and together with the Series 2007B Facility, the "Series 2007B Project Facility") (the Series 2007A Project Facility and the Series

2007B Project Facility being collectively referred to hereinafter as the "Series 2007 Project Facility"), all of the foregoing to constitute an expansion and improvement of the existing surgery suites and related patient health care and administrative support services, (ii) fund a reserve fund for the Series 2007B Bonds, and (iii) pay certain expenses incurred in connection with the issuance of the Series 2007B Bonds; (B) the refinancing of certain existing indebtedness (1) incurred by the Borrower in 2017 to refinance an existing loan, the proceeds of which were used to finance the reconstruction and renovation by the Borrower of a medical arts building operated as part of the Original Facility (the "2017 Project Facility") and (2) incurred by the Borrower in 2018 to finance the construction of a federally qualified health center located at 77-99 Plaza Boulevard in the Town of Plattsburgh, Clinton County, New York (the "2018 Project Facility); (C) the financing of certain capital improvements to the Original Facility consisting of renovations, upgrades and aesthetic improvements to the fifth (5th), sixth (6th) and seventh (7th) floors of the Main/R-Tower of the Original Facility totaling approximately 42,000 square feet (collectively, the "Series 2026 Facility"), including, but not limited to, the acquisition and installation therein and thereon of certain HVAC, mechanical, electrical and technological equipment and infrastructure (the "Series 2026 Equipment" and together with the Series 2026 Facility, the "Series 2026 Project Facility") (the Series 2002A Project Facility, the Series 2007 Project Facility, the 2017 Project Facility, the 2018 Project Facility and the Series 2026 Project Facility being collectively referred to hereinafter as the "Project Facility"), all of such Series 2026 Project Facility to be used by the Borrower as hospital and patient rooms and program space to support inpatient care for medical and surgical patients; (D) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay a portion of the cost of undertaking the Project, together with necessary incidental costs in connection therewith, currently estimated to be $79,000,000 and in any event not to exceed $85,000,000 (the "Obligations"); (E) the paying of a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; (F) the granting of certain other financial assistance with respect to the foregoing, including exemption from certain mortgage recording taxes; and (G) the making of a loan (the "Loan") of the proceeds of the Obligations to the Borrower or such other person as may be designated by the Borrower and agreed upon by the Issuer; and

WHEREAS, by resolution adopted by the members of the board of directors of the Issuer on March 30, 2026 (the "Preliminary Inducement Resolution"), the Issuer authorized a public hearing to be held pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and, as provided in the Certificate of Incorporation, pursuant to the applicable provisions of Section 859-a and Section 859-b of the General Municipal Law of the State of New York (the "GML"), with respect to the Project. The Executive Director of the Issuer caused a copy of the certified Preliminary Inducement Resolution to be mailed on April 7, 2026 to the chief executive officers of the County and of each city, town, village and school district in which the Project is or is to be located; and

WHEREAS, pursuant to the authorization contained in the Preliminary Inducement Resolution, the Executive Director of the Issuer (A) caused notice of the public hearing of the Issuer (the "Public Hearing") pursuant to Section 147(f) of the Code and the applicable provisions of Section 859-a and Section 859-b of the GML, to hear all persons interested in the Project and the financial assistance being contemplated by the Issuer with respect to the Project, to be (1) mailed on April 1, 2026 to the chief executive officers of the County and of each city, town, village and school district in which the Project is or is to be located, (2) posted on April 1, 2026 on the Issuer's website and on a public bulletin board located at the offices of the Issuer located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York, and (3) published on April 3, 2026 in the Press Republican, a newspaper of general circulation available to the residents of the City and Town of Plattsburgh, Clinton County, New York, (B) conducted the Public Hearing on April 13, 2026 at 9:00 a.m., local time at the offices of the Issuer located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York,

and (C) prepared a report of the Public Hearing (the "Public Hearing Report") which fairly summarized the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the board of directors of the Issuer and to the Legislature; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the board of directors of the Issuer on April 13, 2026 (the "SEQR Resolution"), the Issuer determined that the Project constitutes a "Type II action" (as such quoted term is defined under SEQRA), and therefore no further action with respect to the Project was required under SEQRA; and

WHEREAS, the Issuer now desires to authorize issuance of its Revenue Bonds (Champlain Valley Physicians Hospital Medical Center Project), Series 2026 in the maximum aggregate principal amount of not to exceed $85,000,000 (the "Bonds") for the purpose of financing a portion of the costs of the Project under this resolution, one or more certificates of determination (each, a "Certificate of Determination") executed by an Authorized Officer (as defined herein) of the Issuer and a trust indenture (the "Indenture") by and between the Issuer and a financial institution to be selected by the Borrower, as trustee for the holders of the Bonds (the "Trustee"); and

WHEREAS, the Bonds will be initially purchased by Bank of America, N.A. (the "Bank") pursuant to a bond purchase agreement (the "Bond Purchase Agreement") by and among the Issuer, the Borrower and the Bank, pursuant to which, among other things, the Bank will purchase the Bonds bearing interest initially at a fixed rate; and

WHEREAS, prior to or simultaneously with the issuance of the Bonds, the Issuer and the Borrower will execute and deliver a loan agreement (the "Loan Agreement") by and between the Issuer, as lender, and the Borrower, as borrower, pursuant to the terms of which Loan Agreement (A) the Issuer will agree (1) to issue the Bonds, and (2) to make the Loan to the Borrower for the purpose of assisting in financing the Project, and (B) in consideration of the Loan, the Borrower will agree (1) to cause the Project to be undertaken and completed, (2) to use the proceeds of the Loan disbursed under the Indenture to pay (or reimburse the Borrower for the payment of the costs of the Project, and (3) to make payments sufficient in amount to pay when due all amounts due with respect to the Bonds (the "Loan Payments") to or upon the order of the Issuer in repayment of the Loan, which Loan Payments shall include amounts equal to the debt service payments due on the Bonds; and

WHEREAS, pursuant to the terms of the Indenture, the net proceeds of the sale of the Bonds (the "Bond Proceeds") will be deposited into various trust funds held by the Trustee under the Bond Purchase Agreement and will be disbursed by the Trustee from time to time to pay the costs of the Project, but only upon satisfaction of the requirements for making such disbursements set forth in the Indenture and in the Loan Agreement; and

WHEREAS, as security for the Bonds, the Issuer will execute and deliver to the Trustee a pledge and assignment (the "Pledge and Assignment") from the Issuer to the Trustee, and acknowledged by the Borrower, which Pledge and Assignment will assign to the Trustee certain of the Issuer's rights under the Loan Agreement. Pursuant to the Pledge and Assignment, basic Loan Payments made by the Borrower under the Loan Agreement are to be paid directly to the Trustee; and

WHEREAS, in connection with the issuance of the Bonds, an obligation will be issued by The University of Vermont Health Network Inc., as Obligated Group Representative (as defined in the

hereinafter defined Master Trust Indenture) in favor of the Issuer pursuant to an amended and restated master trust indenture dated as of August 1, 2026 by and among The University of Vermont Medical Center, Inc., The University of Vermont Health Network Inc., Central Vermont Medical Center, Inc., the Borrower, Elizabethtown Community Hospital, Alice Hyde Medical Center, Porter Medical Center, Inc., Porter Hospital, Inc., Helen Porter Nursing Home, Inc., Porter Real Estate Holdings, LLC, The University of Vermont Health Network – Home Health & Hospice, Inc., The University of Vermont Health Network Specialty Care Transport LLC, The University of Vermont Health Network Ventures Inc., Health Network Ventures Holding, LLC and U.S. Bank Trust Company, National Association, as master trustee (the "Master Trustee"), and a supplemental master trust indenture by and between The University of Vermont Health Network Inc., as Obligated Group Representative, and the Master Trustee in the principal amount of the Bonds (the "Master Obligation") for purposes of securing the obligation of the Borrower to make the Loan Payments required under the Loan Agreement; and

WHEREAS, in connection with the issuance of the Bonds, the Issuer will execute an allonge transferring all of the Issuer's right, title and interest in the Master Obligation to the Trustee; and

WHEREAS, the Bonds will be further secured, negotiated, structured and marketed as provided in the Certificate of Determination(s); and

WHEREAS, to demonstrate compliance with the provisions of the Code relating to the issuance of tax-exempt obligations, (A) the Issuer will (1) execute an arbitrage certificate (the "Arbitrage Certificate") dated the date of delivery of the Tax-Exempt Bonds (as defined herein) relating to certain requirements set forth in Section 148 of the Code relating to the Tax-Exempt Bonds, (2) execute a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Tax-Exempt Bonds (the "Information Return") pursuant to Section 149(e) of the Code, and (3) file the Information Return with the Internal Revenue Service, (B) the Borrower will execute a tax regulatory agreement dated the date of delivery of the Tax-Exempt Bonds (the "Tax Regulatory Agreement") relating to the requirements in Sections 145 through 150 of the Code relating to the Tax-Exempt Bonds and (C) the Bank, as initial purchaser of the Tax-Exempt Bonds, will execute a letter (the "Issue Price Letter") confirming the issue price of the Tax-Exempt Bonds for purposes of Section 148 of the Code; and

WHEREAS, the Issuer now desires to (A) authorize the issuance of the Bonds for the purpose of financing a portion of the costs of the Project; (B) delegate to the Chairperson, Vice Chairperson or Executive Director of the Issuer (the "Authorized Officer") authority to determine the final details of any of the Bonds (the "Bond Details") once the marketing of such Bonds is completed and the Borrower has agreed to the Bond Details, which Bond Details so determined may include but not be limited to the following: (1) the aggregate principal amount of Bonds to be issued; (2) the number of series thereof; and (3) for each series of the Bonds (each, a "Series"), (a) the authorized principal amount of such Series, (b) whether such Series shall include subseries of such Series (each, a "Subseries"), (c) the designation of such Series and any Subseries, (d) the purpose or purposes for which such Series is being issued, which shall be limited to (i) payment of the costs of the Project, (ii) payment of the costs of issuance of such Series, (iii) making a deposit to a debt service reserve fund securing such Series, if any, (iv) funding or refunding of any prior debt, which may include interest thereon, (v) funding or refunding of other debt of the Issuer, which may include interest thereon, all or a portion of the proceeds of which were applied to making a loan to the Borrower, and (vi) exchanging bonds of such Series for bonds, notes or other evidences of indebtedness of the Borrower or of the Issuer issued on behalf of the Borrower, (e) whether a debt service reserve fund is established securing such Series, the debt service reserve fund requirement relating to same, the terms and conditions for such debt service reserve fund and the terms and conditions upon which a reserve fund facility may be used to fund all or a portion of the debt service reserve fund, (f) the date or dates, the maturity date or dates and principal amounts of each maturity of the bonds of

such Series and/or Subseries, the amount and date of each sinking fund installment, if any, and which bonds of such Series and/or Subseries are serial bonds or term bonds, if any, and the record date or record dates of the bonds of such Series and/or Subseries, (g) the interest rate or rates of the bonds of such Series and/or Subseries, whether the interest on such bonds of such Series and/or Subseries is includable in gross income for federal tax purposes (hereinafter referred to as the "Taxable Bonds") or excludable from gross income for federal tax purposes (hereinafter referred to as the "Tax-Exempt Bonds"), the terms providing for the conversion of bonds of such Series and/or Subseries from Taxable Bonds to Tax-Exempt Bonds, the date from which interest on the bonds of such Series and/or Subseries shall accrue, the dates on which interest on the bonds of such Series and/or Subseries shall be payable, (h) the denomination or denominations of and the manner of numbering and lettering the bonds of such Series and/or Subseries, (i) the trustee, bond registrar and paying agent or paying agents for such Series and/or Subseries and the place or places of payment of the principal, sinking fund installments, if any, or redemption price of and interest on the bonds of such Series and/or Subseries, (j) the redemption price or purchase in lieu of redemption price or redemption prices or purchase in lieu of redemption prices, if any, and the redemption or purchase in lieu of redemption terms, if any, for the bonds of such Series and/or Subseries, (k) provisions for the sale or exchange of the bonds of such Series and/or Subseries and for the delivery thereof, (l) the form of the bonds of such Series and/or Subseries and the form of the trustee's certificate of authentication thereon, and whether any bonds of such Series and/or Subseries are to be issued as book entry bonds and the depository therefor, (m) if bonds of such Series and/or Subseries are to be exchanged for bonds, notes or other evidence of indebtedness of the Borrower or the Issuer, the provisions regarding such exchange, (n) directions for the application of the proceeds of the bonds of such Series and/or Subseries, (o) the trustee for such Series and/or Subseries, and (p) any other provisions deemed advisable by the Authorized Officer of the Issuer not in conflict with the provisions of this resolution; and (C) authorize execution and delivery by the Issuer of various documents relating to the issuance of the Bonds, including but not limited to the hereinafter defined Issuer Documents;

WHEREAS, to assure compliance with the continuing disclosure requirements imposed by the United States Securities and Exchange Commission, the Borrower may execute and deliver to the Trustee and the related Bond Marketer one or more continuing disclosure agreements (each, a "Continuing Disclosure Agreement") relating to some or all of the Bonds; and

WHEREAS, some or all of the Bonds may be issued as "book-entry-only" obligations to be held by The Depository Trust Company, as depository (the "Depository") for such Bonds and, to comply with the requirements of the Depository, the Issuer and the Trustee will execute and deliver to the Depository a letter of representations (the "Depository Letter") relating to such Bonds; and

WHEREAS, in accordance with Section 2824(8) of the Public Authorities Law of the State of New York, as amended, at a meeting of the Finance Committee of the Issuer (the "Finance Committee") held on April 13, 2026, the Finance Committee reviewed information relating to the proposed issuance of the Bonds and recommended that the Issuer proceed with the issuance thereof;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF CLINTON COUNTY CAPITAL RESOURCE CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby finds and determines that:

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

(B) The financing and/or refinancing of the Project and the financing thereof with the proceeds of the Loan to the Borrower will relieve and reduce unemployment, promote and provide for additional and maximum employment and better and maintain job opportunities, and thereby lessen the burdens of government;

(C) It is desirable and in the public interest for the Issuer to issue and sell the Bonds upon the terms and conditions determined by an Authorized Officer of the Issuer once the negotiating, structuring and marketing of the Bonds is completed and the Borrower has agreed to the Bond Details;

(D) Neither the members, directors or officers of the Issuer, nor any person executing the Bonds, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. Further, that the Bonds and the interest thereon are not and shall never be a debt of the State of New York, or Clinton County, New York or any political subdivision thereof, and neither the State of New York, or Clinton County, New York nor any political subdivision thereof shall be liable thereon; and

(E) The Finance Committee of the Issuer has recommended the Issuer to consider this resolution authorizing the issuance of the Bonds.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (A) authorize the use of, and authorize an Authorized Officer of the Issuer the authority to determine the form and substance of, and deem final, any Preliminary Offering Document and any Final Offering Document, and any other marketing or offering document to be used by any Bond Marketer in connection with the offering and/or any subsequent offering of any of the Bonds; (B) authorize an Authorized Officer of the Issuer the authority to (1) execute and deliver on behalf of the Issuer the Bond Purchase Agreement, (2) determine, on behalf of the Issuer, from time to time the Bond Details relating to the Bonds, and (3) execute the Certificate of Determination authorizing issuance of the Bonds and setting forth said Bond Details so determined; (C) issue the Bonds from time to time on the terms and conditions set forth in the Indenture, the Certificate of Determination and the Bond Purchase Agreement; (D) sell any or all of the Bonds to the initial and/or subsequent purchasers thereof pursuant to the terms set forth in the Indenture, the Certificate of Determination and the Bond Purchase Agreement; (E) use the proceeds of the Bonds to make the Loan to the Borrower for the purpose of financing all or a portion of the costs of issuance of the Bonds and all or a portion of the costs of the Project; (F) secure the Bonds by assigning to the Trustee pursuant to the Pledge and Assignment certain of the Issuer's rights under the Loan Agreement, including the right to collect and receive certain amounts payable thereunder; (G) execute from time to time the Arbitrage Certificate and the Information Return with respect to the Tax-Exempt Bonds; and (H) file the Information Return with the IRS with respect to any Tax-Exempt Bonds.

Section 3. The Issuer hereby delegates to an Authorized Officer of the Issuer the power to approve, on behalf of the Issuer, the form and substance of the Loan Agreement, the Indenture, the Bonds, the Pledge and Assignment, the Bond Purchase Agreement, any Preliminary Offering Documents, any Final Offering Documents, any other offering documents, the Arbitrage Certificate, the Information Return, the Depository Letter and any documents necessary and incidental thereto including, but not limited to, any documents authorized by any Certificate of Determination and approved by counsel to the Issuer (hereinafter collectively called the "Issuer Documents").

Section 4. Subject to receipt by the Issuer of a resolution of the County Legislature approving the issuance of the Tax-Exempt Bonds pursuant to, and solely for the purposes of, Section 147(f) of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver to the Trustee the Bonds in the aggregate principal amount of not to exceed $85,000,000 or so much as necessary to finance

the Costs of the Project, in the amount, in the form and in the amount and containing the other provisions determined by an Authorized Officer of the Issuer in the Certificate of Determination, and the Borrower is hereby authorized to deliver said Bonds to the purchasers thereof against receipt of the purchase price thereof, all pursuant to the Enabling Act and in accordance with the provisions of the Bond Purchase Agreement, this bond resolution and the Certificate of Determination, provided that:

(A) The Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 4 shall (1) be issued, executed and delivered at such time as an Authorized Officer of the Issuer shall determine, and (2) bear interest at the rate or rates, be issued in such form, be subject to redemption prior to maturity and have such other terms and provisions and be issued in such manner and on such conditions as are set forth in the Bonds, the Bond Purchase Agreement the Loan Agreement, the Indenture and the Certificate of Determination, or as are hereinafter approved by an Authorized Officer of the Issuer in accordance with Section 5 hereof, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this bond resolution.

(B) The Bonds shall be issued solely for the purpose of providing funds to finance (1) the costs of making the Loan for the purpose of financing a portion of the costs of the Project as described in the Issuer Documents, and (2) a portion of the administrative, legal, financial and other expenses of the Issuer in connection with the Loan and the Project and incidental to the issuance of the Bonds.

(C) Neither the members, directors nor officers of the Issuer, nor any person executing the Bonds or any of the Financing Documents (as hereinafter defined) on behalf of the Issuer, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Bonds and the interest thereon are not and shall never be a debt of the State of New York, or Clinton County, New York or any political subdivision thereof (other than the Issuer), and neither the State of New York, or Clinton County, New York nor any political subdivision thereof (other than the Issuer) shall be liable thereon.

(D) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from the repayment of the Loan or from the enforcement of the security provided by the Financing Documents (as hereinafter defined) and the other security pledged to the payment thereof.

(E) With respect to the Tax-Exempt Bonds, the issuance of the Tax-Exempt Bonds is subject to receipt by the Issuer of a resolution of the County Legislature approving the issuance of such Tax-Exempt Bonds pursuant to, and solely for the purposes of, Section 147(f) of the Code.

(F) Notwithstanding any other provision of this bond resolution, the Issuer covenants that it will make no use of the proceeds of the Tax-Exempt Bonds or of any other funds of the Issuer (other than the Issuer's administrative fees) which, if said use had been reasonably expected on the date of issuance of the Tax-Exempt Bonds, would have caused any of the Tax-Exempt Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Code.

Section 5. (A) Upon receipt of advice from counsel to the Issuer that a Preliminary Offering Document or a Final Offering Document is in substantially final form, the Issuer hereby delegates to the Authorized Officers the authority to (i) deem such Preliminary Offering Document or Final Offering Document final (except for the permitted omissions described in paragraph (b)(1) of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended) by executing a certificate to that effect, (ii) authorize a Bond Marketer to circulate such Preliminary Offering Document or Final

Offering Document and (iii) execute and deliver any other documents or agreements requested by a Bond Marketer in connection with the circulation of such Preliminary Offering Document or Final Offering Document by such Bond Marketer.

(B) Upon receipt of advice from counsel to the Issuer that the Issuer has received from a Bond Marketer the results of the initial marketing or subsequent remarketing of the Bonds or any Series or Subseries of the Bonds and has received from the Borrower evidence that the Borrower has accepted the results of the initial marketing or subsequent remarketing of such Bonds or Series or Subseries of the Bonds, the Issuer hereby delegates to the Authorized Officer the authority to (i) execute and deliver the Bond Purchase Agreement on behalf of the Issuer and (ii) determine, on behalf of the Issuer, the Bond Details of the related Bonds.

Section 6. Subject to Sections 4 and 5 hereof, (A) an Authorized Officer of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents and the other documents related thereto (collectively with the Issuer Documents, the "Financing Documents"), and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the forms thereof approved by an Authorized Officer of the Issuer, with such changes, variations, omissions and insertions as such Authorized Officer of the Issuer shall approve, the execution thereof by an Authorized Officer of the Issuer to constitute conclusive evidence of such approval.

(B) An Authorized Officer of the Issuer is hereby further authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in and pursuant to the Loan Agreement).

(C) An Authorized Officer is hereby further authorized to execute any documentation requested by a Bond Marketer and approved by counsel to the Issuer to indicate the Issuer's approval of any Preliminary Offering Document and/or any Final Offering Document.

Section 7. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Financing Documents, and to execute and deliver all such additional 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, employee or agent acting, desirable and proper to effect the purposes of this bond resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Financing Documents binding upon the Issuer.

Section 8. All action taken by the Authorized officers, staff, and/or bond counsel in connection with this resolution (if any) prior to the date of this resolution is hereby ratified and confirmed.

Section 9. This bond resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this bond resolution.

The question of the adoption of the foregoing resolution was duly put to a vote on roll call, which resulted as follows:

Trent Trahan	VOTING	Yes
David Hoover	VOTING	Yes
Michael E. Zurlo	VOTING	Yes
Mark Leta	VOTING	Yes
Joey Trombley	VOTING	Excused
Christine Peters, Esq.	VOTING	Abstain
John VanNatten	VOTING	Yes

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned, the (Vice) ~~Chairperson~~ Secretary of the Finance Committee (the "Committee") of the Clinton County Capital Resource Corporation (the "Issuer"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of Committee including the resolution contained therein held on April 13, 2026 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Committee and of such resolution set forth 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 members of the Committee 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 members of the Committee 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 Issuer this 13th day of April, 2026.

BY: _____
~~(Vice)~~ Chairperson
Secretary

(SEAL)