

KEY GOVERNMENT FINANCE, INC. CERTIFICATE FOR BONDS

The undersigned, Key Government Finance, Inc., as purchaser (“**Purchaser**”), HEREBY ACKNOWLEDGES receipt from The Bank of New York Mellon, as trustee (the “**Trustee**”), pursuant to the Ontario County Local Development Corporation (the “**Issuer**”) order as to authentication and delivery of the Issuer’s \$33,400,000 Revenue Refunding Bonds, Series 2017A (The Frederick Ferris Thompson Hospital Project) (the “**Series 2017A Bond**”), maturing July 1, 2040 and its \$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**”), maturing July 1, 2020, each dated December 27, 2017, which Series 2017 Bonds are more particularly described in a certain Indenture of Trust, dated as of December 1, 2017 (the “**Indenture**”), between the Issuer and the Trustee (capitalized terms used but not defined herein shall have the respective meaning set forth in the Indenture); and

REPRESENTS that:

1. It has received the information with respect to The Frederick Ferris Thompson Hospital (the “**Hospital**”), and its affairs, which the Purchaser has requested, including financial statements, necessary in order to purchase the Series 2017 Bonds and that any and all information relating to the Hospital and its affairs, which the Purchaser has requested, have been provided to the Purchaser.

2. It has read the Indenture, the Loan Agreement and the Tax Regulatory Agreement and such agreements contain the terms agreed to by the Purchaser.

3. The undersigned is the original purchaser of the Series 2017 Bonds and is holding the Series 2017 Bonds for its own account, with the purpose of investment and not in the capacity of a bond house, broker or other intermediary, nor with a view to the distribution or resale thereof, provided that the right is reserved by the Purchaser to dispose of all or any part of such Series 2017 Bonds if in the future it deems it advisable to do so.

4. It has not offered, offered to sell, offered for sale or sold the Series 2017 Bonds by means of any form of general solicitation or general advertising and the Purchaser is not an underwriter within the meaning of Section 2(11) of the Securities Act of 1933, as amended, and will only sell the Series 2017 Bonds, should they choose to do so, in accordance with applicable law.

5. It understands that the Series 2017 Bonds being purchased shall be special obligations of the Issuer, payable by the Issuer, solely from the loan payments, revenues and receipts derived from or in connection with the Series 2017 Project, and that the Series 2017 Bonds do not constitute a debt of the State of New York or of the Ontario County, and neither the State of New York nor Ontario County is liable on the Series 2017 Bonds.

6. It understands that the Issuer has no power of taxation.

7. It understands that neither the members, directors, officers or agents of the Issuer, nor any person executing the Series 2017 Bonds shall be liable personally or be subject to any personal liability or accountability by reason of or in connection with the issuance thereof.

8. It understands that the Issuer makes no representation or warranty, express or implied, with respect to the merchantability, condition or workmanship of any part of the Series 2017 Project or the suitability of the Series 2017 Project for the purposes or needs of the Hospital or the extent to which proceeds derived from the sale of the Series 2017 Bonds will be sufficient to pay the cost of the acquisition, construction, improving and equipping of the Series 2017 Project.

9. It has not requested nor received any information concerning the Hospital from the Issuer which it as a reasonable investor deems important in reaching an investment decision to purchase the Series 2017 Bonds. It is not relying on the Issuer with respect to the financial condition of the Hospital, or the creditworthiness of the Hospital, or the competency or integrity of the management of the Hospital, or of the suitability of the Series 2017 Project for the business or purposes of the Hospital. It has made an independent evaluation of the factors aforementioned in this paragraph 9 without reliance upon the Issuer for any of them.

10. It has not relied upon the determination of the Issuer to issue its revenue bonds to finance the cost of the Series 2017 Project for any purpose of an evaluation of the financial condition or creditworthiness of the Hospital, or of the competency or integrity of the management of the Hospital or of the suitability of the Series 2017 Project for the business or purposes of the Hospital or for any other purpose.


11. It has received from the Hospital and not from the Issuer whatever information was requested with respect to the Hospital, which it deemed important as a reasonable investor in reaching an investment decision to purchase the Series 2017 Bonds.

12. It understands that the Issuer does not in any way represent that the insurance required by the Loan Agreement, whether in scope or coverage or limits of coverage, is adequate or sufficient to protect the business or interest of the Hospital.

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13. It is a "Qualified Institutional Buyer" as that term is defined in Securities Exchange Commission Rule 144A (17 C.F.R. §230.144A) or any similar successor regulation or statute.

**KEY GOVERNMENT FINANCE,
INC.,**
as Purchaser

By: 
Name: _____
Title: **MICHAEL O'HERN**
Senior Vice President

Dated: December 27, 2017

[SIGNATURE PAGE TO
KEY GOVERNMENT FINANCE, INC. CERTIFICATE FOR SERIES 2017 BONDS]