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FILE NO.: 12555.0054

August 29, 2018

**By Regular Mail**

Ulster County Industrial Development Agency  
244 Fair Street, PO Box 1800  
Kingston, New York  
Attn: Chairperson

Wells Fargo Bank, National Association  
Vice President/Account Manager, CCTS  
Corporate Trust Services  
123 S. Broad Street, Suite 1500  
Philadelphia, PA 19109  
Attn: Mary Dallatore

Wells Fargo Bank, National Association  
213 Court Street, Suite 703  
Middletown, Connecticut 06457  
Attn: Corporate Trust Services

**RECEIVED**  
SEP 04 2018  
ULSTER COUNTY OFFICE OF  
ECONOMIC DEVELOPMENT

Re: Benedictine Hospital Mortgage and Guaranty

Ladies and Gentlemen:

We are counsel to HealthAlliance Hospital Mary's Avenue Campus, formerly known as The Benedictine Hospital (the "Hospital"). As you are aware, the Hospital has issued on its behalf the Ulster County Industrial Development Agency Tax exempt Civic Facility Refunding Revenue Bonds (Benedictine Hospital Project), Series 2006A in the Principal Amount of \$19,290,000 and Taxable Civic Facility Revenue Bonds (Benedictine Hospital Project), Series 2006B in the aggregate amount of \$710,000 (collectively, the "Bonds").

HealthAlliance, Inc. the member of the Hospital has entered into a loan with Dormitory Authority of the State of New York ("DASNY") for \$2,200,000 (the "Loan") for which some money was used to fund uses of the Hospital. DASNY has requested that the Hospital guaranty that loan and place a mortgage (the "Mortgage") against the real estate and gross receipts of the Hospital. The Mortgage would be subordinate to that of the Bonds.

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On behalf of the Hospital, we request the consent of the IDA and the Trustee to the granting of the Mortgage and the Guaranty of the Loan.

If you should have any questions or comments, please call.

Thank you.

Sincerely,



Andrew J. Schulson

cc: A. Joseph Scott, II, Esq.

AJS:lr

GARFUNKEL WILD, P.C.