



Ontario County Clerk Recording Page

Return To

NIXON PEABODY LLP
1300 CLINTON SQUARE
ROCHESTER, NY 14604

Matthew J. Hoose, County Clerk
Ontario County Clerk
20 Ontario Street
Canandaigua, New York 14424
(585) 396-4200

Document Type: **TERMINATION**

Receipt Number: 336881

Grantor (Party 1)

ONTARIO COUNTY IDA

Grantee (Party 2)

BANK OF NY MELLON AS TRUSTEE

Fees

Recording Fee	\$20.00
TP-584 Form Fee	\$5.00
Pages Fee	\$30.00
State Surcharge	\$20.00
Notation Fee	\$1.50
Total Fees Paid:	\$76.50

Control #:	201801090148
Ref #:	TX 2018 001713

Refers To

D 01100 0599
D 01100 0606
D 01100 0620

State of New York
County of Ontario

Recorded on January 9th, 2018 at 12:50:19 PM
in Liber **01399** of **Deeds**
beginning at page **0276**, ending at page **0281**,
with a total page count of **6**.

Ontario County Clerk

This sheet constitutes the Clerk's endorsement required by section 319 of the Real Property Law of the State of New York

R/R To:
Nixon Peabody
Elizabeth Wood, Paralegal
1300 Clinton Square
Rochester, NY 14604

TERMINATION AND DISCHARGE OF PLEDGE AND ASSIGNMENT

This TERMINATION AND DISCHARGE OF PLEDGE AND ASSIGNMENT, dated as of December 27, 2017, is made by and among the ONTARIO COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation existing under the laws of the State of New York, having its principal office at 20 Ontario Street, Canandaigua, New York 14424 (the “**Issuer**”), THE BANK OF NEW YORK MELLON, formerly known as The Bank of New York, as trustee, a banking corporation duly organized and existing under the laws of the State of New York, having its principal corporate trust office at 101 Barclay Street, Floor 7W, New York, New York 10286 (the “**Trustee**”), and KEYBANK NATIONAL ASSOCIATION, a New York banking corporation, having an office at 127 Public Square, 6th Floor, Cleveland, Ohio 44114 (the “**LOC Bank**”), as issuer of the Letter of Credit (as defined in the hereinafter defined Indenture).

RECITALS

WHEREAS, the Issuer previously provided assistance to The Frederick Ferris Thompson Hospital, a duly organized and validly existing New York not-for-profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), which is exempt from federal income taxation pursuant to Section 501(a) of the Code, located at 350 Parrish Street, Canandaigua, New York 14424 (the “**Hospital**”), through the issuance of its Variable Rate Civic Facility Revenue Refunding Bonds, Series 2003A (The Frederick Ferris Thompson Hospital Civic Facility) in the principal face amount of \$4,000,000 (the “**Series 2003A Bonds**”) and its Variable Rate Civic Facility Revenue Bonds, Series 2003B (The Frederick Ferris Thompson Hospital Civic Facility) in the principal face amount of \$12,800,000 (the “**Series 2003B Bonds**”); and, collectively, with the Series 2003A Bonds, the “**Series 2003 Bonds**”), issued pursuant to an Indenture of Trust, dated as of July 1, 2003 (the “**Indenture**”), by and between the Issuer and the Trustee, the proceeds of which Series 2003 Bonds, together with other funds of the Hospital were used to refinance and finance certain facilities for the Hospital and its affiliates; and

WHEREAS, in connection with the issuance of the Series 2003 Bonds, the Hospital and the Issuer previously entered into a Hospital Lease, dated as of July 1, 2003 (the “**Hospital Lease**”), whereby the Hospital leased a certain facility to the Issuer, and a memorandum of which Hospital Lease was recorded on July 16, 2003 (the “**Memorandum of Hospital Lease**”), in the Ontario County Clerk’s office in **Liber 1100 of Deeds, Page 599**; and

WHEREAS, the Issuer and the Hospital previously entered into a Lease Agreement, dated as of July 1, 2003 (the “**Lease Agreement**”), whereby the Issuer leased a certain facility to the Hospital, and a memorandum of which Lease Agreement was recorded on July 16, 2003 (the “**Memorandum of Lease**”) in the Ontario County Clerk’s office in **Liber 1100 of Deeds, Page 606**; and

WHEREAS, in order to further secure the Series 2003 Bonds, the Issuer pledged, assigned, transferred and set over to the Trustee and the LOC Bank, all of its interests in the Lease Agreement pursuant to a certain Pledge and Assignment, dated as of July 1, 2003 (the “**Pledge and Assignment**”), given by the Issuer to the Trustee and the LOC Bank with Acknowledgment by the Hospital, which Pledge and Assignment was recorded in the Ontario County Clerk’s office on July 16, 2003 in **Liber 1100 of Deeds, Page 620**; and

WHEREAS, the Series 2003A Bonds have been paid in full in accordance with their terms; and

WHEREAS, the Series 2003B Bonds have been defeased on or about December 27, 2017; and

WHEREAS, the Hospital has elected to terminate the Lease Agreement pursuant to Section 11.1 of the Lease Agreement; and

WHEREAS, in connection therewith, the Issuer, the Trustee and the LOC Bank have agreed to terminate the Pledge and Assignment.

NOW THEREFORE, THE PARTIES HERETO DECLARE

1. Termination and Discharge of Pledge and Assignment. The Issuer, the Trustee and the LOC Bank hereby agree that the Pledge and Assignment is hereby terminated and discharged of record as of the date hereof and shall be of no further force or effect.

2. Execution of Counterparts. This Termination and Discharge of Pledge and Assignment may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

3. Applicable Law. This Termination and Discharge of Pledge and Assignment shall be governed exclusively by the applicable laws of the State of New York (without giving effect to conflict of laws principles).

IN WITNESS WHEREOF, the parties have executed this Termination and Discharge of Pledge and Assignment as of the day and year first written above.

**ONTARIO COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: *Michael J. Manikowski*
Name: Michael J. Manikowski
Title: Executive Director

STATE OF NEW YORK)
) ss.:
COUNTY OF MONROE)

On the 19th day of December in the year 2017, before me, the undersigned, personally appeared **Michael J. Manikowski**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

ELIZABETH A. WOOD
Notary Public, State of New York
Reg. # 01W/06103025
Qualified in Monroe County
Certificate Filed in Monroe County
Commission Expires: 12/15/1A

Elizabeth A Wood
Notary Public

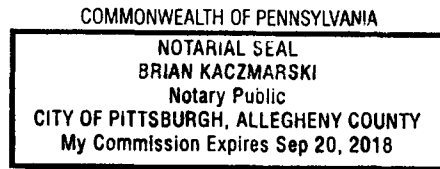
**THE BANK OF NEW YORK MELLON,
formerly known as The Bank of New
York, as Trustee**

By: [Signature]
Name: Mark Petro
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF ALLEGHENY)


On the 20th day of December in the year 2017, before me, the undersigned, personally appeared **Mark Pero**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public
BRIAN KACZMARSKI



Termination and Discharge of Pledge and Assignment
Signature Page 2 of 3

**KEYBANK NATIONAL
ASSOCIATION, as LOC Bank**

By: 
Name: PHIL MUSCATO
Title: SVP COMMERCIAL BANKING

STATE OF New York)
) ss.
COUNTY OF Monroe)

On the 21st day of December in the year 2017, before me, the undersigned, personally appeared Phil Muscato, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Jennifer A. Tillotson
Notary Public

JENNIFER A. TILLOTSON
Notary Public, State of New York
My Commission Expires Jul 1 2019



Combined Real Estate Transfer Tax Return, Credit Line Mortgage Certificate, and Certification of Exemption from the Payment of Estimated Personal Income Tax

Recording office time stamp

See Form TP-584-I, Instructions for Form TP-584, before completing this form. Print or type.

Schedule A – Information relating to conveyance Termination of Pledge and Assignment

Grantor/Transferor <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Estate/Trust <input type="checkbox"/> Single member LLC <input type="checkbox"/> Other	Name (if individual, last, first, middle initial) (<input type="checkbox"/> check if more than one grantor) Ontario County Industrial Development Agency Mailing address 20 Ontario Street City State ZIP code Canandaigua NY 14424 Single member's name if grantor is a single member LLC (see instructions)	Social security number Social security number Federal EIN 52-1326077 Single member EIN or SSN
Grantee/Transferee <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Estate/Trust <input type="checkbox"/> Single member LLC <input type="checkbox"/> Other LLC	Name (if individual, last, first, middle initial) (<input type="checkbox"/> check if more than one grantee) The Bank of New York Mellon f/k/a The Bank of New York Mailing address 101 Barclay Street, Floor 7W City State ZIP code New York NY 10286 Single member's name if grantee is a single member LLC (see instructions)	Social security number Social security number Federal EIN N/A Single member EIN or SSN

Location and description of property conveyed

Tax map designation – Section, block & lot (include dots and dashes)	SWIS code (six digits)	Street address	City, town, or village	County
			Canandaigua	Ontario

Type of property conveyed (check applicable box)

1 <input type="checkbox"/> One- to three-family house 2 <input type="checkbox"/> Residential cooperative 3 <input type="checkbox"/> Residential condominium 4 <input type="checkbox"/> Vacant land	5 <input checked="" type="checkbox"/> Commercial/Industrial 6 <input type="checkbox"/> Apartment building 7 <input type="checkbox"/> Office building 8 <input type="checkbox"/> Other _____	Date of conveyance <table style="border: 1px solid black; text-align: center; width: 100%;"> <tr> <td style="padding: 2px 10px;">12</td> <td style="padding: 2px 10px;">27</td> <td style="padding: 2px 10px;">2017</td> </tr> <tr> <td style="font-size: 8px;">month</td> <td style="font-size: 8px;">day</td> <td style="font-size: 8px;">year</td> </tr> </table>	12	27	2017	month	day	year	Percentage of real property conveyed which is residential real property _____ 0% (see instructions)
12	27	2017							
month	day	year							

Condition of conveyance (check all that apply)

- | | | |
|--|--|---|
| a. <input type="checkbox"/> Conveyance of fee interest

b. <input type="checkbox"/> Acquisition of a controlling interest (state percentage acquired _____%)

c. <input type="checkbox"/> Transfer of a controlling interest (state percentage transferred _____%)

d. <input type="checkbox"/> Conveyance to cooperative housing corporation

e. <input type="checkbox"/> Conveyance pursuant to or in lieu of foreclosure or enforcement of security interest (attach Form TP-584.1, Schedule E) | f. <input type="checkbox"/> Conveyance which consists of a mere change of identity or form of ownership or organization (attach Form TP-584.1, Schedule F)

g. <input type="checkbox"/> Conveyance for which credit for tax previously paid will be claimed (attach Form TP-584.1, Schedule G)

h. <input type="checkbox"/> Conveyance of cooperative apartment(s)

i. <input type="checkbox"/> Syndication

j. <input type="checkbox"/> Conveyance of air rights or development rights

k. <input type="checkbox"/> Contract assignment | l. <input type="checkbox"/> Option assignment or surrender

m. <input type="checkbox"/> Leasehold assignment or surrender

n. <input type="checkbox"/> Leasehold grant

o. <input type="checkbox"/> Conveyance of an easement

p. <input checked="" type="checkbox"/> Conveyance for which exemption from transfer tax claimed (complete Schedule B, Part III)

q. <input type="checkbox"/> Conveyance of property partly within and partly outside the state

r. <input type="checkbox"/> Conveyance pursuant to divorce or separation

s. <input type="checkbox"/> Other (describe) <u>Term of Pledge</u> |
|--|--|---|

For recording officer's use	Amount received Schedule B., Part I \$ _____ Schedule B., Part II \$ _____	Date received	Transaction number
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Schedule B — Real estate transfer tax return (Tax Law, Article 31)

Part I – Computation of tax due

- 1 Enter amount of consideration for the conveyance (if you are claiming a total exemption from tax, check the exemption claimed box, enter consideration and proceed to Part III) **Exemption claimed**
- 2 Continuing lien deduction (see instructions if property is taken subject to mortgage or lien)
- 3 Taxable consideration (subtract line 2 from line 1)
- 4 Tax: \$2 for each \$500, or fractional part thereof, of consideration on line 3
- 5 Amount of credit claimed for tax previously paid (see instructions and attach Form TP-584.1, Schedule G)
- 6 Total tax due* (subtract line 5 from line 4)

1.		
2.		
3.		
4.		
5.		
6.		

Part II – Computation of additional tax due on the conveyance of residential real property for \$1 million or more

- 1 Enter amount of consideration for conveyance (from Part I, line 1)
- 2 Taxable consideration (multiply line 1 by the percentage of the premises which is residential real property, as shown in Schedule A) ...
- 3 Total additional transfer tax due* (multiply line 2 by 1% (.01))

1.		
2.		
3.		

Part III – Explanation of exemption claimed on Part I, line 1 (check any boxes that apply)

The conveyance of real property is exempt from the real estate transfer tax for the following reason:

- a. Conveyance is to the United Nations, the United States of America, the state of New York, or any of their instrumentalities, agencies, or political subdivisions (or any public corporation, including a public corporation created pursuant to agreement or compact with another state or Canada) a
- b. Conveyance is to secure a debt or other obligation..... b
- c. Conveyance is without additional consideration to confirm, correct, modify, or supplement a prior conveyance..... c
- d. Conveyance of real property is without consideration and not in connection with a sale, including conveyances conveying realty as bona fide gifts d
- e. Conveyance is given in connection with a tax sale..... e
- f. Conveyance is a mere change of identity or form of ownership or organization where there is no change in beneficial ownership. (This exemption cannot be claimed for a conveyance to a cooperative housing corporation of real property comprising the cooperative dwelling or dwellings.) Attach Form TP-584.1, Schedule F..... f
- g. Conveyance consists of deed of partition..... g
- h. Conveyance is given pursuant to the federal Bankruptcy Act h
- i. Conveyance consists of the execution of a contract to sell real property, without the use or occupancy of such property, or the granting of an option to purchase real property, without the use or occupancy of such property i
- j. Conveyance of an option or contract to purchase real property with the use or occupancy of such property where the consideration is less than \$200,000 and such property was used solely by the grantor as the grantor's personal residence and consists of a one-, two-, or three-family house, an individual residential condominium unit, or the sale of stock in a cooperative housing corporation in connection with the grant or transfer of a proprietary leasehold covering an individual residential cooperative apartment..... j
- k. Conveyance is not a conveyance within the meaning of Tax Law, Article 31, section 1401(e) (attach documents supporting such claim) Transaction in connection with an Industrial Development Agency k

*The total tax (from Part I, line 6 and Part II, line 3 above) is due within 15 days from the date conveyance. Please make check(s) payable to the county clerk where the recording is to take place. If the recording is to take place in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, make check(s) payable to the **NYC Department of Finance**. If a recording is not required, send this return and your check(s) made payable to the **NYS Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

Schedule C – Credit Line Mortgage Certificate (Tax Law, Article 11)

Complete the following only if the interest being transferred is a fee simple interest.

I (we) certify that: (check the appropriate box)

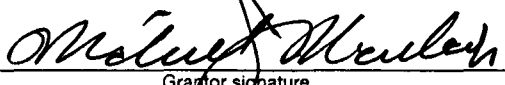
1. The real property being sold or transferred is not subject to an outstanding credit line mortgage.
2. The real property being sold or transferred is subject to an outstanding credit line mortgage. However, an exemption from the tax is claimed for the following reason:
 - The transfer of real property is a transfer of a fee simple interest to a person or persons who held a fee simple interest in the real property (whether as a joint tenant, a tenant in common or otherwise) immediately before the transfer.
 - The transfer of real property is (A) to a person or persons related by blood, marriage or adoption to the original obligor or to one or more of the original obligors or (B) to a person or entity where 50% or more of the beneficial interest in such real property after the transfer is held by the transferor or such related person or persons (as in the case of a transfer to a trustee for the benefit of a minor or the transfer to a trust for the benefit of the transferor).
 - The transfer of real property is a transfer to a trustee in bankruptcy, a receiver, assignee, or other officer of a court.
 - The maximum principal amount secured by the credit line mortgage is \$3,000,000 or more, and the real property being sold or transferred is **not** principally improved nor will it be improved by a one- to six-family owner-occupied residence or dwelling.

Please note: for purposes of determining whether the maximum principal amount secured is \$3,000,000 or more as described above, the amounts secured by two or more credit line mortgages may be aggregated under certain circumstances. See TSB-M-96(6)-R for more information regarding these aggregation requirements.

- Other (attach detailed explanation).
3. The real property being transferred is presently subject to an outstanding credit line mortgage. However, no tax is due for the following reason:
 - A certificate of discharge of the credit line mortgage is being offered at the time of recording the deed.
 - A check has been drawn payable for transmission to the credit line mortgagee or his agent for the balance due, and a satisfaction of such mortgage will be recorded as soon as it is available.
 4. The real property being transferred is subject to an outstanding credit line mortgage recorded in _____ (insert liber and page or reel or other identification of the mortgage). The maximum principal amount of debt or obligation secured by the mortgage is _____. No exemption from tax is claimed and the tax of _____ is being paid herewith. (Make check payable to county clerk where deed will be recorded or, if the recording is to take place in New York City but not in Richmond County, make check payable to the **NYC Department of Finance**.)

Signature (both the grantor(s) and grantee(s) must sign)

The undersigned certify that the above information contained in schedules A, B, and C, including any return, certification, schedule, or attachment, is to the best of his/her knowledge, true and complete, and authorize the person(s) submitting such form on their behalf to receive a copy for purposes of recording the deed or other instrument effecting the conveyance.

 _____ Grantor signature Michael J. Manikowski Ontario County Industrial Development Agency	Executive Director _____ Title	_____ Grantee signature The Bank of New York Mellon, as Trustee	Signature Not Required _____ Title
Grantor signature	Title	Grantee signature	Title

Reminder: Did you complete all of the required information in Schedules A, B, and C? Are you required to complete Schedule D? If you checked e, f, or g in Schedule A, did you complete Form TP-584.1? Have you attached your check(s) made payable to the county clerk where recording will take place or, if the recording is in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, to the **NYC Department of Finance**? If no recording is required, send your check(s), made payable to the **Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

Schedule D - Certification of exemption from the payment of estimated personal income tax (Tax Law, Article 22, section 663)

Complete the following only if a fee simple interest or a cooperative unit is being transferred by an individual or estate or trust.

If the property is being conveyed by a referee pursuant to a foreclosure proceeding, proceed to Part II, and check the second box under *Exemptions for nonresident transferor(s)/seller(s)* and sign at bottom.

Part I - New York State residents

If you are a New York State resident transferor(s)/seller(s) listed in Schedule A of Form TP-584 (or an attachment to Form TP-584), you must sign the certification below. If one or more transferors/sellers of the real property or cooperative unit is a resident of New York State, each resident transferor/seller must sign in the space provided. If more space is needed, please photocopy this Schedule D and submit as many schedules as necessary to accommodate all resident transferors/sellers.

Certification of resident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, the transferor(s)/seller(s) as signed below was a resident of New York State, and therefore is not required to pay estimated personal income tax under Tax Law, section 663(a) upon the sale or transfer of this real property or cooperative unit.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

Note: A resident of New York State may still be required to pay estimated tax under Tax Law, section 685(c), but not as a condition of recording a deed.

Part II - Nonresidents of New York State

If you are a nonresident of New York State listed as a transferor/seller in Schedule A of Form TP-584 (or an attachment to Form TP-584) but are not required to pay estimated personal income tax because one of the exemptions below applies under Tax Law, section 663(c), check the box of the appropriate exemption below. If any one of the exemptions below applies to the transferor(s)/seller(s), that transferor(s)/seller(s) is not required to pay estimated personal income tax to New York State under Tax Law, section 663. Each nonresident transferor/seller who qualifies under one of the exemptions below must sign in the space provided. If more space is needed, please photocopy this Schedule D and submit as many schedules as necessary to accommodate all nonresident transferors/sellers.

If none of these exemption statements apply, you must complete Form IT-2663, *Nonresident Real Property Estimated Income Tax Payment Form*, or Form IT-2664, *Nonresident Cooperative Unit Estimated Income Tax Payment Form*. For more information, see *Payment of estimated personal income tax*, on page 1 of Form TP-584-I.

Exemption for nonresident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, the transferor(s)/seller(s) (grantor) of this real property or cooperative unit was a nonresident of New York State, but is not required to pay estimated personal income tax under Tax Law, section 663 due to one of the following exemptions:

- The real property or cooperative unit being sold or transferred qualifies in total as the transferor's/seller's principal residence (within the meaning of Internal Revenue Code, section 121) from _____ Date to _____ Date (see instructions).
- The transferor/seller is a mortgagor conveying the mortgaged property to a mortgagee in foreclosure, or in lieu of foreclosure with no additional consideration.
- The transferor or transferee is an agency or authority of the United States of America, an agency or authority of the state of New York, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association, or a private mortgage insurance company.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

TP-584 (03/07)

EXHIBIT A
[Additional Signature Page]

**Combined Real Estate
Transfer Tax Return,
Credit Line Mortgage Certificate, and
Certification of Exemption from the
Payment of Estimated Personal Income Tax**

**Schedule A – Information relating to conveyance – Re: Release of Pledge and Assignment
Add'l Name**

Grantor/Transferor

Grantee/Transferee

Add'l Name

KeyBank National Association, as LOC Bank, a Corporation
127 Public Square, 6th Floor
Cleveland, Ohio 44114 Tax ID# N/A

Signature (both the grantor(s) and grantee(s) must sign

The undersigned certify that the above information contained in schedules A, B, and C, including any return, certification, schedule, or attachment, is to the best of his/her knowledge, true and complete.

Grantee:

KeyBank National Association,
as LOC Bank

Signature of LOC Bank Not Required