

RESOLUTION
(Calamar Senior Housing Project)

The Auburn Industrial Development Authority met in special session at the Memorial City Hall, 24 South Street, in the City of Auburn, on December 10, 2012, at 5:00 p.m., local time.

The following resolution was duly offered and seconded, to wit:

Resolution No. _____

**RESOLUTION APPROVING EXECUTION BY THE
AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY
(THE "AUTHORITY") OF LEASE AGREEMENT,
LEASEBACK AGREEMENT, PILOT AGREEMENT, AND
RELATED DOCUMENTS WITH RESPECT TO THE
CALAMAR SENIOR HOUSING PROJECT**

WHEREAS, the Auburn Industrial Development Authority (the "**Authority**") is authorized and empowered by the provisions of the Auburn Industrial Development Authority Act, Chapter 915 of the 1969 Laws of New York constituting Title 15 of Article 8 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of New York, as amended (the "**Act**"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities, and facilities for use by a federal agency or medical facility, among others, and thereby to advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn and improve their medical care and standard of living; and

WHEREAS, Calamar – RM Holdings, LLC (the "**Company**") has requested that the Authority undertake the following project (the "**Project**") consisting of: (i) the acquisition of approximately 14 acres of land at 136 Standard Avenue and bordering on North Lewis and Caitlin Avenue in the City of Auburn, New York (the "**Land**"); (ii) the construction thereon of a 3-story building of approximately 113,388 square feet and containing 110 senior independent living apartments and related common areas (the "**Building**"); and (iii) the installation therein of equipment for use as a senior independent living facility (the "**Equipment**", and collectively with the Land and the Building, the "**Facility**"); and

WHEREAS, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn, New York by undertaking the Project in the City of Auburn, New York; and

WHEREAS, pursuant to Section 2307 of the Act, the Authority has held a public hearing with respect to the Project; and

WHEREAS, the Planning Board of the City of Auburn, as lead agency for coordinated review under the New York State Environmental Quality Review Act issued, a Negative Declaration with respect to the Project on _____; and

WHEREAS, the Authority will acquire a leasehold interest in the Facility pursuant to the terms of a Lease Agreement to be dated as of December 1, 2012 (the "**Lease Agreement**") by and between the Authority and the Company; and

WHEREAS, the Company has requested the Authority to enter into a Leaseback Agreement to be dated as of December 1, 2012 (the "**Leaseback Agreement**") whereby the Company will lease the Facility from the Authority on the terms and conditions set forth therein; and

WHEREAS, the Company has requested the Authority to enter into a PILOT Agreement to be dated as of December 1, 2012 (the "**PILOT Agreement**") requiring the Company to make payments in lieu of taxes with respect to the Facility equal to the existing taxes plus an amount on the increased assessment in accordance with the Authority's Uniform Tax Exemption Policy; and

WHEREAS, the Lease Agreement, the Leaseback Agreement, the PILOT Agreement, and related documents are presented to this meeting for approval and the execution thereof will help to improve the Project and enhance opportunities for the citizens of the City of Auburn.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

Section 1. The Company has presented an application in a form acceptable to the Authority. Based upon the representations made by the Company to the Authority in the Company's application, the Authority hereby finds and determines that:

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

(B) The Authority has the authority to take the actions contemplated herein under the Act;

(C) The action to be taken by the Authority will further the purposes of the Authority under the Act by increasing employment opportunities in the City of Auburn, preventing economic deterioration and otherwise furthering the purposes of the Authority as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Facility from one area of the State of New York (the "**State**") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located within the State; and the Authority hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Facility occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Facility occupants in their respective industries.

Section 2. The Authority hereby approves Financial Assistance for the Project including (A) an exemption from all mortgage recording taxes with respect to any qualifying {H1924484.1}

mortgage on the Facility to secure financings undertaken in furtherance of the Project; (B) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction, renovation or equipping of the Facility; and (C) an abatement or exemption from real property taxes levied against the Facility pursuant to the PILOT Agreement in accordance with the Authority's Uniform Tax Exemption Policy.

Section 3. The Chairman, Vice Chairman and/or any other officer of the Authority are hereby authorized, on behalf of the Authority, to execute and deliver the Lease Agreement, Memorandum of Lease Agreement, Leaseback Agreement, Memorandum of Leaseback Agreement, the PILOT Agreement, and related documents (collectively, the "**Authority Documents**") in the form presented at this meeting with such changes as shall be approved by the Chairman and/or Vice Chairman upon execution.

Section 4. The Chairman, Vice Chairman and/or any other officer of the Authority are hereby authorized, on behalf of the Authority, to execute and deliver the Authority Documents and any such other documents and agreements as may be necessary to carry out the intent of these resolutions; and, where appropriate, the Secretary or Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority to the Authority Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman and/or Vice Chairman of the Authority shall approve, the execution thereof by the Chairman and/or Vice Chairman of the Authority to constitute conclusive evidence of such approval; provided in all events recourse against the Authority is limited to the Authority's interest in the Project.

Section 5. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required and to execute and deliver all such 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 the foregoing resolutions and to cause compliance by the Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 6. These Resolutions shall take effect immediately.

Upon motion duly made and seconded, the question of the adoption of the foregoing Resolution was duly put to a vote, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
James A. Dacey, Chairman	√			
Michael Kane, Vice Chairman	√			
Laurie Ann Didio, Treasurer	√			
Matthew Smith, Member		√		
Sue Chandler, Member	√			
William Graney, Member	√			
Frank DeRosa, Member	√			
Amanda Sigona, Member				√

This Resolution was thereupon duly adopted.

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


I, the undersigned Secretary of the Auburn Industrial Development Authority (the "**Authority**"), do hereby certify:

That I have compared the foregoing extract of minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on December 10, 2012 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Authority had due notice of said meeting, (ii) said meeting was in all respect duly held, (iii) pursuant to Section 104 of the Public Officers Law ("**Open Meetings Law**"), said meeting was open to the general public, and public notice of the time and place of said meeting was given in accordance with said Open Meetings Law and (iv) there was a quorum of the members of the Authority 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 said Authority this _____ day of December, 2012.



Sue Chandler, Secretary