SALES TAX LETTER EXTENSION RESOLUTION
GOLDEN HILL ACQUISITION LLC PROJECT

A regular meeting of Ulster County Industrial Development Agency (the "Agency") was convened in public session on the 6th Floor of the Karen Binder Library located at 24 Fair Street in the City of Kingston, Ulster County, New York on April 13, 2016 at 8:00 a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael Horodyski	Chairman
John Morrow	Vice Chairman
Robert Kinnin	Secretary
Floyd Lattin	Treasurer
John Livermore	Assistant Secretary
James Malcolm	Assistant Treasurer
Mary Sheeley	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Suzanne Holt	Director, Office of Economic Development
Linda Clark	Office of Economic Development
Christopher Fury	Office of Economic Development
A. Joseph Scott, III, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0416-

RESOLUTION APPROVING THE DELIVERY OF AGENCY REVISED SALES TAX DOCUMENTS FOR THE GOLDEN HILL ACQUISITION LLC PROJECT

WHEREAS, Ulster County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general

prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on June 12, 2013 (the "Approving Resolution"), the Agency agreed to assist Golden Hill Acquisition LLC, a limited liability company organized and existing under the laws of the State of New York (the "Company") in undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 20 acre parcel of land located at 99 Golden Hill Drive in the City of Kingston, Ulster County, New York (the "Land"), including the existing improvements located thereon consisting of a 3-story building containing approximately 155,000 square feet of space (the "Facility"), (2) the reconstruction and renovation of the Facility, and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"), all of the foregoing to be owned by the Company and leased to Golden Hill Planning Corporation, an affiliate of the Company, and operated as an approximately 280-bed nursing care facility providing continual nursing care, including physical therapy, other rehabilitation services and certain clinical services and other directly and indirectly related activities; (B) the granting of "financial assistance" (within the meaning of the Act) with respect to the foregoing, including potential exemptions from certain sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (the "Financial Assistance"); and (C) the lease (with the obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, VestraCare LLC has submitted on behalf of the Company a letter to the Agency (the "Company Letter"), a copy of same is attached as **Schedule A**, indicating that there have been some delays in completing the Project and that due to such delays the Company has requested that the expiration date contained in the sales tax letter originally delivered by the Agency to the Company be extended;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency has reviewed the Company Letter and, based upon the representations made to the Agency in the Company Letter, the Agency hereby makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act;

(B) The Project does not differ from the Project approved by the Agency pursuant to the Approval Resolution and as described in the Agency Documents (as defined in the Approval Resolution);

(C) The approval of the request by the Company does not result in any additional Financial Assistance and therefore a new public hearing under the Act is not required;

(D) The existing sales tax letter expired on December 31, 2015 and the new expiration date will be ~~March~~ MAY 31, 2016; and

(E) The granting of the Financial Assistance by the Agency with respect to the Project, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Ulster County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(F) Upon compliance with the provisions of the Act, the Agency is authorized under the Act to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Ulster County, New York and the State of New York and improve their standard of living.

Section 2. In consequence of the foregoing, the Agency hereby determines to execute and deliver a revised sales tax letter and related documents to the Company and its contractors (the "Agency Revised Sales Tax Documents") to reflect the new completion date of the Project, subject to the following conditions: (A) the payment of the Agency's administrative fee in the amount of $_____, (B) evidence satisfactory to the Agency and its staff that the Company is in compliance with the Agency's policies relating to the Project; (C) the payment of the fees and expenses of the Agency Counsel, (D) the execution and delivery of documents prepared by the Agency Counsel to provide for the extension of the sales tax letter, and (E) the following additional conditions: [confirmation by Agency staff and counsel that there are no new Agency Policies that should be applied to the Project].

Section 3. The Chair (or Vice Chair) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Revised Sales Tax Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Revised Sales Tax Documents and the Agency 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 the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Revised Sales Tax Documents and the Agency Documents binding upon the Agency.

Section 5. This Resolution shall take effect immediately.

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

Michael Horodyski	VOTING	_____
John Morrow	VOTING	_____
Robert Kinnin	VOTING	_____
Floyd Lattin	VOTING	_____
John Livermore	VOTING	_____
James Malcolm	VOTING	_____
Mary Sheeley	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 13, 2016 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of such proceeding so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency 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 Agency 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 Agency this 13th day of April, 2016.

_____
(Assistant) Secretary

(SEAL)

SCHEDULE A

COMPANY LETTER

- SEE ATTACHED -

VestraCare℠

April 12, 2016

Mr. Michael Horodyski
Chair
Ulster County Office of Economic Development
8 Cuomo Drive
Highland, NY 12528

Dear Mr. Horodyski,

In response to your email of February 17, 2016, I am addressing your questions regarding our request for an extension.

- Approvals were needed by both the City Department of Buildings as well as the Department of Health. Interactions between both agencies, including specific safeguards required by the Department of Health as well as requests for additional information added time to the overall completion of the project
- We are requesting an extension of time through May 31, 2016
- The project cost was originally $3.5 million in capital expenditures as per the leasehold agreement. We have exceeded the initial costs for a total of $4.5 million, of which $1.5 million is for major moveable equipment
- The sales tax exemption request extends to our contractor, BBL Construction Services, LLC
- The scope of the project remains unchanged from the original approval by the agency.

If you are in need of any additional information, please feel free to reach out to me directly.

Thank you for your consideration.

Sincerely,

Edward Farbenblum
Managing Member

230 Hilton Avenue, Suite 4, Hempstead, New York 11550

Phone: 516-250-5551 Fax: 888-050-0402