

RESOLUTION Attachment One-WCIDA Minutes-5-29-15
(Silver Hill Associates, LLC – Sublease to Independent Living for Seniors, Inc. d/b/a Elderone)

A regular meeting of the Wayne County Industrial Development Agency was convened on May 29, 2015 at 9:30 a.m.

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

Resolution No. 5/2015 - _____

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) CONSENTING TO THE SUBLEASE OF PART OF THE SILVER HILL ASSOCIATES, LLC FACILITY TO INDEPENDENT LIVING FOR SENIORS, INC. D/B/A ELDERONE

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 916 of the Laws of 1969 of the State of New York, as amended (hereinafter collectively called the “Act”), **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the “Agency”) was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Silver Hill Associates, LLC (the “Company”) and the Agency previously entered into a certain Lease Agreement, dated as of August 1, 2006 (the “Lease Agreement”), wherein the Agency appointed the Company as agent to undertake a certain project (the “Project”) relating to a certain parcel of land located at 1100 Technology Parkway in the Village of Newark, New York (the “Facility”, as defined within the Lease Agreement); and

WHEREAS, pursuant to Section 9.3 of the Lease Agreement, the Company has requested the Agency’s consent to a proposed sublease of portions of the Facility to **INDEPENDENT LIVING FOR SENIORS, INC. D/B/A ELDERONE**, a New York not-for-profit corporation (herein, the “Subtenant”), and specifically a sublease of approximately 14,075 square feet of building space and 40 dedicated parking spaces for use by the Subtenant for adult care, living and/or medical purposes, along with general office uses (the “Sublease”); and

WHEREAS, the Agency desires to consent to the proposed Sublease, subject to the Company and Subtenant executing a Sublease Rider in a form acceptable to the Agency, along with the provision by the Subtenant of evidence of insurance naming the Agency an additional insured pursuant to the insurance requirements of the Lease Agreement.

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

Section 1. The Agency hereby consents to the Sublease Agreement, subject to: (i) the Company and Subtenant executing a Sublease Rider in a form acceptable to the Agency; (ii) the

Subtenant's provision of evidence of insurance of naming the Agency an additional insured pursuant to the insurance requirements of the Lease Agreement, and (iii) payment by the Company and/or Subtenant of all costs and fees incurred by the Agency in connection with the within-described consent and Sublease Rider.

Section 2. 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 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 Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 3. These Resolutions 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:

	<i>Yea</i>	<i>Nea</i>	<i>Absent</i>	<i>Abstain</i>
James Hoffman	XX			
Willard Milliman	XX			
Pamela Heald			XX	
David Spickerman	XX			
Robert Havrilla	XX			

The Resolutions were thereupon duly adopted.

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

I, the undersigned Assistant Secretary of the WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on May 29, 2015, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 29th day of May, 2015.

Marie Leisenring, Assistant Secretary

[SEAL]