

WCIDA Meeting - 11/19/2010

RESOLUTION

(Parkwood Heights, LLC)

A regular meeting of the Wayne County Industrial Development Agency was convened on November 19, 2010 at 9:30 a.m.

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

Resolution No. 11/2010 - ____

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE EXECUTION AND DELIVERY OF AN ADDENDUM IN CONNECTION WITH THE COMPANY'S CERTIFICATE OF NEED APPLICATION TO THE NYSDOH FOR AN ADULT CARE FACILITY

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"), the **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 civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the Agency was created by Chapter 916 of the Laws of 1969 of the State pursuant to Title I of Article 18-A of the General Municipal Law of the State (collectively, the "Act") as a body corporate and politic and as a public benefit corporation of the State of New York; and

WHEREAS, the Agency has previously acquired title to certain real property located at 1340 Parkwood Drive in the Town of Macedon, Wayne County, State of New York, currently being Tax Map No. 62111-10-503629 (the "Facility"); and

WHEREAS, the Agency has leased the Original Facility, (as defined in the Lease Agreement, which is defined below) to the Company pursuant to a certain Lease Agreement, dated as of November 1, 1999, between the Agency and the Company (the "1999 Lease Agreement"), which was modified by a certain Modification of 1999 Lease Agreement, dated March 28, 2003, between the Agency and the Company ("Modification No. 1"), further modified by a certain Modification No. 2 of 1999 Lease Agreement, dated August 29, 2004, between the Agency and the Company ("Modification No. 2"), and further amended and modified by a certain Amendment and Modification Agreement, dated June 1, 2006, between the Agency and the Company ("Amendment and Modification Agreement" and the 1999 Lease Agreement, Modification No. 1 and Modification No. 2 are collectively referred to hereinafter as the "Lease Agreement"); and

WHEREAS, the parties hereto wish to amend and modify the Lease Agreement to add additional language required by the New York State Department of Health (the "NYSDOH") for adult care facilities in connection with the Company's Certificate of Need Application to be submitted to the NYSDOH (the "Addendum to Lease").

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

Section 1. Subject to the terms and conditions contained within the Agency Documents, the Chairman, Vice Chairman, Executive Director and/or the Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Addendum to Lease, along with any related documents in the form presented at this meeting with such changes as shall be approved by the Chairman, Vice Chairman, Executive Director and/or the Deputy Executive Director upon execution.

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. This resolution shall take effect immediately.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
David Spickerman, Sr.	XX			
James Hoffman			XX	
Willard Milliman	XX			
Marvin E. Decker	XX			
Robert Havrilla	XX			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF WAYNE) ss:

I, the undersigned Secretary of the Wayne County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 19th day of November, 2010, 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 relates 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 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 seal of said Agency this 19th day of November, 2010.



Secretary

[SEAL]