

TOWNE CENTER RETIREMENT COMMUNITY LLC

PUBLIC HEARING RESOLUTION

(____ -18- ____)

A special meeting of the Onondaga County Industrial Development Agency (the “Agency”) was convened in public session on August 2, 2018, at 8:00 a.m. at 333 W. Washington Street, Syracuse, New York.

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

PRESENT:

Patrick Hogan
Victor Ianno
Steve Morgan
Susan Stanczyk
Kevin Ryan

ABSENT:

Janice Herzog
Fanny Villarreal

ALSO PRESENT:

Julie Cerio, Executive Director
Anthony P. Rivizzigno, Esq., Agency Counsel
Amanda M. Mirabito, Esq., Agency Counsel

The following resolution was offered by Victor Ianno, seconded by Susan Stanczyk, to wit:

RESOLUTION AUTHORIZING A PUBLIC HEARING IN CONNECTION WITH TOWNE CENTER RETIREMENT COMMUNITY LLC’S (THE “COMPANY”) REQUEST FOR AN INCREASE IN FINANCIAL ASSISTANCE

WHEREAS, Onondaga 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 564 of the 1970 Laws of New York, as amended, constituting Section 895 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 manufacturing, warehousing, research, commercial 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 (the "State"), 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, on March 8, 2016 the members of the Agency adopted a resolution (the "Inducement Resolution") whereby the Agency agreed, subject to numerous conditions, to undertake a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 11.9 acre parcel of land located at 3900 Medical Center Drive in the Village of Manlius, County of Onondaga, New York encompassing tax map parcel 313889 086.-01-03.6 (the "Land"), (2) the construction on the Land of a 128-unit senior independent living facility (the "Facility"), and (3) the acquisition and installation in the Facility of machinery and equipment (the "Equipment", and collectively with the Land and the Facility referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales taxes, and mortgage recording taxes (the "Financial Assistance"); (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company; and (D) assisting the Company in the financing of the Project Facility; and

WHEREAS, the amount of State and local sales and use tax exemptions originally approved by the Agency as part of the Financial Assistance was based on an initial estimate of Project costs provided by the Company (the "Original Sales Tax Exemption"); and

WHEREAS, in connection with the Project, the Agency originally approved an exemption from the mortgage recording tax for a mortgage in the amount of \$28,700,000 as part of the Financial Assistance (the "Original Mortgage Tax Exemption"); and

WHEREAS, in April, 2016 the Agency and the Company closed on the lease transaction in connection with the Project and the Agency issued one or more Sales Tax Appointment Letter ("Letters") to the Company and filed the necessary Forms ST-60 – IDA Appointment of Project Operator or Agency for Sales Tax Purposes with the New York State Department of Taxation and Finance (the "ST-60s"); and

WHEREAS, by documents submitted to the Agency on July 31, 2018, the Company advised that the costs associated with the Project increased from initial estimates. As a result of the increased Project costs, the Company is requesting an increase to the Original Sales Tax Exemption (the "Additional Sales Tax Exemption"); and

WHEREAS, by documents submitted to the Agency on July 31, 2018, the Company notified the Agency that it intends to re-finance the existing mortgage by paying the principal balance of the existing mortgage with a portion of the proceeds of a new financing (the "New Financing") with a principal amount of \$40,000,000. As a result, the Company has requested that the Agency grant a mortgage recording tax exemption with respect to the New Financing in the amount of \$300,000 (.75% of the \$40,000,000 mortgage amount), (the "Additional Mortgage

Tax Assistance” and, together with the Additional Sales Tax Exemption, the “Additional Financial Assistance”); and

WHEREAS, the grant of the Additional Financial Assistance to the Project is subject to, among other things, compliance with Section 875 of the Act; and the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State; and

WHEREAS, the Additional Financial Assistance is in furtherance of the Financial Assistance previously approved for the Project, which underwent an environmental review by the Agency pursuant to the State Environmental Quality Review Act (“SEQRA”), and the requested Additional Financial Assistance does not require reconsideration or further review by the Agency under SEQRA; and

WHEREAS, the Agency has not approved the granting of the Additional Financial Assistance.

NOW, THEREFORE, be it resolved by the members of the Onondaga County Industrial Development Agency as follows:

(1) Based upon the representations made by the Company to the Agency, the Agency hereby makes the following findings and determinations:

(a) The Additional Financial Assistance does not amount to a significant change in the Project from what was originally approved by the Agency, and therefore further review under SEQRA shall not be required; and

(b) The Additional Financial Assistance contemplated by the Company’s request consists of assistance in the form of an increase in the amount of exemptions from State and local sales and use taxation and an increase in the amount of exemptions from mortgage recording tax.

(2) The Agency hereby directs that pursuant to Section 859-a of the Act, a public hearing with respect to the Additional Financial Assistance shall be scheduled with notice thereof published, and such notice, as applicable, shall be sent to affected tax jurisdictions within which the Project is located. The Agency is not now making any determination relative to the Additional Financial Assistance requested. The Agency will not take any further action on the request for the Additional Financial Assistance until after the public hearing.

(3) No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any

documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

(7) The Secretary of the Agency is hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

(8) A copy of this Resolution, together with any attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

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

Aye

Nay

Patrick Hogan
Victor Ianno
Steve Morgan
Susan Stanczyk
Kevin Ryan

The Resolution was thereupon declared duly adopted.

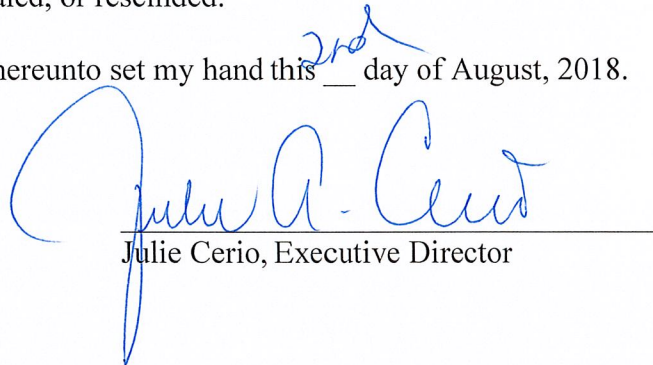
STATE OF NEW YORK)
) ss.:
COUNTY OF ONONDAGA)

I, the undersigned Executive Director of the Onondaga County Industrial Development 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 August 2, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter 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 this ^{2nd} ___ day of August, 2018.



Julie Cerio, Executive Director

(SEAL)