

**COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY  
INDUCEMENT RESOLUTION**

**Regarding the**

**Crystal Run Healthcare LLP Project**

WHEREAS, the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 925-1 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York) (the "Act") authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of its inhabitants, and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, an application dated February 4, 2015, has been submitted to the Agency by or on behalf of CRYSTAL RUN HEALTHCARE LLP and CRH REALTY IX, LLC (together with the applicant and other project sponsor or any related legal entity, if different, the "Company") requesting assistance in financing a proposed project in West Nyack, Town of Clarkstown, New York, consisting of the construction of a new 70,000 square foot two story medical facility with associated parking and improvements and the acquisition of machinery and equipment related thereto to be located at 3 Crosfield Avenue, West Nyack, New York (the "Premises"), all to be used for a medical facility and administrative offices, as more fully described in the application and supplemental materials all at a cost of approximately \$32,771,457.00 (the "Project"); and

WHEREAS, in its application, the Company has represented that the Project is expected to increase and maintain employment in the State and in West Nyack, Town of Clarkstown, County of Rockland, State of New York, and has made additional factual representations concerning itself and the Project upon which the Agency is relying in adopting this resolution; and

WHEREAS, in its application for assistance, the Company has made further representations with respect to the qualification of the Project as a commercial project under the Agency's guidelines, and the Company has represented and the Agency has determined that such qualification is supported by the information presented in the application; and

WHEREAS, the Agency intends to induce the Company to proceed with the development of the Project pending completion of arrangements by the Company and the Agency for the financing for the Project as a "straight lease" transaction.

NOW, THEREFORE, the County of Rockland Industrial Development Agency hereby resolves as follows:

Section 1. Qualification of Project.

The Agency hereby determines that the undertaking and completion of the Project and the financing thereof by the Agency is authorized by the Act and will be in furtherance of the policy of the State of New York as set forth therein.

Section 2. Commercial Project Determinations.

The Agency hereby further specifically determines, in accordance with its guidelines for commercial projects and based on the representations and information presented by the Company in the application, that:

1. The Project will generate a direct economic impact on the County of a positive nature.
2. The Project will involve the construction of a new 70,000 square foot, two story building to be used as a medical facility.
3. The Project will allow the property to generate ratables for the County and the other taxing jurisdictions.
4. The Project will lead to the generation of employment in the County.

Section 3. SEQRA.

The Agency further determines that it is not the lead agency with respect to the Project under the State Environmental Quality Review Act, and that any determination thereunder as to the necessity of preparing an environmental impact statement be made by such lead agency.

Section 4. Authorization to Proceed.

The Company is authorized to undertake and complete the Project and to finance the same through equity or third party loans. Any action heretofore taken by the Company in initiating the Project is hereby ratified, confirmed and approved.

Section 5. Assistance of Company.

The members, representatives, and agents of the Agency are hereby authorized and directed to take all actions deemed appropriate to assist the Company in commencing and carrying out the Project to include the providing of an exemption from mortgage taxes and sales tax on amounts expended as costs for the construction and equipping of the facility and to assist the applicant in negotiating a PILOT Agreement in an amount to be determined by the affected taxing jurisdictions.

**Section 6. Assistance of Agency**

Subject to agreement between the Agency and the Applicant as to terms in all agreements to be entered into with respect to the Project, the Agency will undertake to use reasonable efforts to provide financial assistance to the Project in the amounts requested by the Applicant in the Application for Financial Assistance.

**Section 7. Reimbursement of Costs of Expenses.**

Any expenses incurred by the Agency with respect to the Project and the financing thereof, including attorney's fees and disbursements, shall be reimbursed by the Applicant. By acceptance hereof, the Applicant agrees to pay such expenses and further agrees to indemnify the Agency, its members, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages, including attorney's fees and disbursements, incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project and the financing thereof.

**Section 8. No Recourse or Personal Liability**

No provision of this resolution or any other related document shall constitute or give rise to a charge upon the general credit of the Agency or impose upon the Agency a pecuniary liability except as may be payable from the limited sources set forth above. No recourse shall be had for the payment of or performance of any obligation in connection therewith against any employee, officer, member, representative or agent of the Agency, nor is or shall any such person become personally liable for any such payment or performance.

**Section 9. Effect of Resolution.**

In adopting this resolution, notwithstanding any other provision hereof, the Agency assumes no responsibility for obtaining or assisting the Company in obtaining financing for the Project. This resolution is not a contract between the Agency and the Company and it shall not be construed as such.

**Section 10. Occupancy by Applicant**

No person other than the Applicant and its affiliates or its tenants shall occupy the Project unless and until approved by the Agency.

**Section 11. Representations**

The Agency has made and makes no representation or warranty whatsoever, either express or implied, with respect to the merchantability, condition, environmental status, fitness, design, operation or workmanship of any part of the Project, its fitness for any particular purpose, the quality or capacity of the materials in the Project, or the suitability of the Project for the Applicant's purposes or needs or the extent to which financial assistance will be sufficient to

pay the cost of constructing, equipping and furnishing of the Project. The Applicant, by executing the acceptance hereof, represents that it is satisfied that the Project is suitable and fit for its purposes. The Agency shall not be liable in any manner whatsoever to anyone for any loss, damage or expense of any kind or nature caused, directly or indirectly, by the Project property or the use or maintenance thereof or the failure of operation thereof, or the repair, service or adjustment thereof, or by any delay or failure to provide any such maintenance, repairs, service or adjustment, or by any interruption of service or loss of use thereof or for any loss of business howsoever caused, and the Applicant, by executing the acceptance hereof, hereby indemnifies and holds the Agency harmless from any such loss, damage or expense.

Section 12. Compliance by Applicant

Any commitment of the Agency set forth herein is expressly conditioned upon full compliance of the Applicant and the Project with all applicable laws, rules and regulations, and the Applicant shall be required to provide satisfactory evidence of the same to the Agency prior to providing any financial assistance.

Section 13. Conditions

The undertakings of the Agency set forth herein are subject to and conditioned upon (a) full compliance with federal, state and local regulatory and environmental procedures and requirements, including the State Environmental Quality Review Act, (b) publication of notice and holding of a public hearing with respect to the Project and the proposed financial assistance as required by the Act, (c) receipt of all approvals required by the County Executive, (d) to the extent applicable, execution by the Applicant of a "payment in lieu of taxes" agreement, with the Agency and each applicable taxing jurisdiction, and (e) provision of full environmental indemnities by an entity satisfactory to the Agency and in form and substance acceptable by the Agency and its counsel.

Section 14. Delivery of Resolution.

The Secretary of the Agency or his designee is hereby authorized and directed to deliver a certified copy of this resolution to the County Executive of the County of Rockland for review in accordance with the Act.

Section 15. Expiration Date of Resolution.

This resolution may be deemed by the Agency to have expired at any time after twelve months from the date hereof.

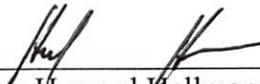
Section 16. Effective Date.

The resolution shall take effect immediately upon approval by the County Executive of the County of Rockland and its acceptance by the Company.

Adopted: February 26, 2015

CERTIFIED to be a true and correct copy of the resolution adopted on February 26, 2015 by the Members of the County of Rockland Industrial Development Agency.

COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY

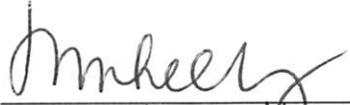
By:   
Name: Howard Hellman  
Title: Secretary

March 4  
Approved: February     , 2015

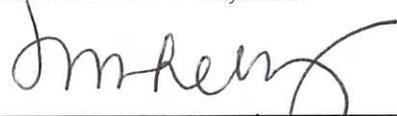
  
Edwin J. Day  
County Executive of the  
County of Rockland

March  
Accepted: February 12, 2015

CRYSTAL RUN HEALTHCARE LLP

By:   
Name: Michelle Koury  
Title: Member/Manager

CRH REALTY IX, LLC

By:   
Name: Michelle Koury  
Title: Member/Manager

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DEPARTMENT OF REVENUE

MISSISSIPPI STATE TAX COLLECTOR  
STATE OF MISSISSIPPI

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OFFICE OF THE  
COUNTY EXECUTIVE

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