

RESOLUTION AUTHORIZING ASSIGNMENT AND ASSUMPTION

REGARDING THE AUTHORIZATION OF THE COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY WITH CRH REALTY IX, LLC AND CRYSTAL RUN HEALTHCARE LLP

WHEREAS, the County of Rockland Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18A and Section 925-1 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the “Act”), to assist in providing civic facilities for the use or benefit of the general public; and

WHEREAS, the Agency previously authorized the granting of financial assistance to CRH Realty IX, LLC (“CRH”) and Crystal Run Healthcare LLP (“Crystal Run”) for a project consisting of the construction of a new 70,000 square foot two story building to be used as a medical facility and administrative offices at 2 Centerock Road, West Nyack, New York (the “Premises”) in the Town of Clarkstown, Rockland County, New York (collectively with the Premises, the “Project”) by entering into a Straight Lease transaction by an authorizing resolution dated March 24, 2015 (the “Authorizing Resolution”); and

WHEREAS, the Agency, pursuant to the Authorizing Resolution agreed to provide financial assistance in the form of (a) a sales tax exemption in connection with the Project not to exceed **\$1,248,294.00** (the “Sales Tax Letter”), (b) an exemption from the mortgage recording tax of up to **\$340,823.60** and (c) a Payment in Lieu of Taxes Agreement (the “PILOT Agreement”); and

WHEREAS, the Agency, on November 2, 2015, pursuant to the Authorizing Resolution (a) issued a Sales Tax Letter and an ST-60 to CRH and Crystal Run in the amount of **\$1,248,294.00**; (b) a mortgage recording tax exemption in the amount of **\$223,125.00** and (c) a PILOT Agreement dated as of February 2016 providing PILOT benefits to CRH and Crystal Run; and

WHEREAS, the building has been constructed at the Premises and the Project has operated as anticipated and CRH and Crystal Run have both complied with the terms of the Project Documents, as defined in the Lease Agreement; and

WHEREAS, CRH, as part of a business reorganization of its business, will be selling the Premises, the Project, the Property, and the Facility Equipment to a new entity to be known as Hammes Partners or its subsidiary (the “New Owner”), which will continue to operate the Project at the Premises pursuant to all of the terms, covenants, and conditions of the Project Documents previously executed pursuant to the Authorizing Resolution; and

WHEREAS, Crystal Run, as part of a business reorganization will be conveying its interest in the Project, the Property, the Premises and the Facility Equipment to Hammes

Partners, or its subsidiary (the “New Sublessee”) which also has agreed to continue to operate the Project at the Premises pursuant to all of the terms, covenants and conditions of the Project Documents; and

WHEREAS, CRH and Crystal Run have already received all of the contemplated sales tax and mortgage tax exemptions, but the PILOT Agreement remains in effect and the New Owner and New Sublessee desire to continue to receive, and assume the continuing benefits of the PILOT Agreement, but have not requested any new or additional benefits from the Agency; and

WHEREAS, the New Owner and New Sublessee are willing to assume all of the obligations contained in the Project Documents including the Recapture provisions and has requested that the Agency allow them to receive the benefits provided in the PILOT Agreement.

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

Section 1. Capitalized terms that are not otherwise defined herein shall have the meanings ascribed to them in the Project Documents.

Section 2. To accomplish the purposes of the Act, the Agency confirmed that the Project has been constructed in the Town of Clarkstown, New York and consists of the construction and equipping of a new building located at 2 Centerock Road, West Nyack, New York 10994, which is now operating as a medical facility and administrative offices.

Section 3. The Agency hereby approves the transfer by CRH of the Premises and the other interests that CRH may have in the Project, the Property and the Facility Equipment to the New Owner, and the assumption of all of the obligations and benefits of the Project Documents by the New Owner, provided the New Owner continues to operate the Project pursuant to all of the terms, covenants, and conditions of the Project Documents and subject to the execution of an Assignment and Assumption Agreement by said parties that is acceptable to the Agency and its counsel.

Section 4. The Agency hereby approves the transfer by Crystal Run of the Facility Equipment and the other interests that Crystal Run may have in the Project, the Property and the Premises to the New Sublessee, provided the New Sublessee continues to operate the Project pursuant to all of the terms, covenants and conditions of the Project Documents and subject to the execution of an Assignment and Assumption Agreement by said parties that is acceptable to the Agency and its counsel.

Section 5. Any Authorized Representative of the Agency is hereby authorized to execute, acknowledge and deliver an assignment and assumption agreement with CRH and the New Owner and Crystal Run and the New Sublessee, an Amended PILOT Agreement and such other documents as may be required, and as may be approved by the executing party. The execution of the said documents by the duly authorized executing party shall be conclusive evidence of any approval of this Section.

Section 6. The Chairman, any member, and the Executive Director of the Agency (as used in this Resolution, the “Authorized Representatives”) are each hereby authorized and directed to execute and deliver to the New Owner and New Sublessee an Amended PILOT Agreement, and any other additional Project Documents that may be required for the Project in such form as deemed reasonable or necessary.

Section 7: Except as amended by this Resolution, all of the covenants, stipulations, obligations and agreements contained in the Agency’s Authorizing Resolution and the Project Documents shall remain in full force and effect.

ADOPTED: April 15, 2021

VOTE: AYES 5 NAYS 0

Certified to be a true, correct and complete copy of the Resolution adopted on April 15, 2021, by the Board of the County of Rockland Industrial Development Agency.

COUNTY OF ROCKLAND INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Name: Howard Hellman
Title: Secretary