

**COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY  
INDUCEMENT RESOLUTION AND AUTHORIZING RESOLUTION  
REGARDING THE  
3 EXECUTIVE BOULEVARD/CROWN PLAZA II**

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 has entered into a "straight lease" transaction with **EMPIRE EXECUTIVE INN, LLC** ("Lessee" or "Applicant"), or its affiliated entity, to renovate an existing facility located at 3 Executive Boulevard, Montebello, New York 10901, to be utilized as a regional hospitality facility and administrative offices (the "Premises") and the acquisition and installation therein of machinery and related equipment thereto (collectively with the Premises, the "Project"); and

WHEREAS, concurrently with the acquisition of the Premises by the Lessee, the Lessee entered into a Head Lease Agreement with the Agency delivered and dated simultaneously therewith (the "Head Lease"), pursuant to which the Lessee leased the Premises to the Agency; and

WHEREAS, concurrent with the Head Lease, the Agency subleased the Premises to Lessee to be used by Lessee for a regional hospitality facility and administrative offices (the "Lease Agreement"); and

WHEREAS, Lessee has decided to further renovate and improve the Premises and, as part of that, will, among other things, be purchasing air conditioning equipment, HVAC equipment, refrigeration units, kitchen equipment and other additional equipment, and performing other renovations and improvements at the Premises, and

WHEREAS, Lessee has submitted a new application to the Agency for additional sales tax exemptions for the additional equipment it is purchasing and for the additional work it will be performing at the Premises, and also for an additional mortgage tax exemption benefit for assistance and will be increasing the existing mortgage on the Premises to provide for such improvement; and

WHEREAS, in its application, the Company has represented that the Project is expected to maintain or increase employment in the State and in the Village of Montebello, Town of Ramapo, 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 a mortgage tax exemption and sales tax exemption, 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 Lessee will finance the renovation and improvement of the Premises and concurrently therewith enter into a certain new mortgage (the "Mortgage") in the principal amount of up to \$4,000,000.00 with Provident Bank ("Provident " or "Mortgagee") and pursuant to the terms of the Mortgage, the Agency and the Lessee will mortgage the Premises to the Mortgagee; and

WHEREAS, the Agency will provide financial assistance to the Lessee in the form of an exemption from mortgage recording taxes as related to the Mortgage, which Mortgage shall not exceed the principal amount of \$4,000,000.00, on the Premises; and

WHEREAS, the Agency will also provide financial assistance to the Lessee in the form of an exemption from sales taxes in an amount not to exceed \$46,230.00 for purchases of up to \$552,000.00 in connection with the Project; and

WHEREAS, in order to provide such financial assistance for the project, the Agency intends to enter into a sales tax letter ("Sales Tax Letter"), and

WHEREAS, the Applicant and the Agency will enter into a new project agreement (the "Project Agreement") and such other documents as may be required to implement and provide for the benefits herein described.

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

Section 1. To accomplish the purposes of the Act, the Agency; based upon the representations of the Lessee, determined that the Project will be located in the Village of Montebello, Town of Ramapo, County of Rockland, New York and will consist of the renovation and equipping of a certain building located at 3 Executive Boulevard, Montebello, New York, to be used by Lessee as a regional hospitality facility and administrative offices.

Section 2. The Agency hereby approves financial assistance for the Project in the form of exemptions from state and local sales tax on materials, services and equipment used in the renovation and equipping of the Project, in an aggregate amount not to exceed \$46,230.00 for purchase of up to \$552,000.00. The Agency shall appoint Empire Executive Inn, LLC as the Agency's agent for purposes of renovating and equipping the Project.

Section 3. The Executive Director of the Agency is hereby authorized to execute, acknowledge and deliver the Sales Tax Letter, with such changes, insertions and omissions as may be approved by the Executive Director. The execution of the Sales Tax Letter by the Executive Director shall constitute evidence of any approval by this Section. If required, the

Secretary of the Agency is hereby authorized to affix the seal of the Agency on the foregoing Sales Tax Letter and attest the same.

Section 4. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution and the Sales Tax Letter are deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 5. To accomplish the purposes of the Act and to provide for financing the cost of the Project, the Agency is authorized to execute and deliver the Mortgage, not to exceed the principal amount of \$4,000,000.00, to the Mortgagee, provided said Mortgage shall specify that no actions will be taken against the Agency in the event of a default.

Section 6. (a) Any Authorized Representative of the Agency is authorized to execute, acknowledge and deliver the Project Agreement and such other documents as may be required with such changes, insertions and omissions as may be approved by the Authorized Representative. The execution of the Project Agreement and other documents by an Authorized Representative will be conclusive evidence of any approval required by this Section. Where required, the Secretary or any Assistant Secretary is authorized to affix the seal of the Agency to any document executed by an Authorized Representative and to attest to the same.

(b) All covenants, stipulations, obligations and agreements of the Agency contained in this resolution and the Project Agreement are deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution or the Project Agreement shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

(c) No covenant, stipulation, obligation or agreement contained in this resolution or the Project Agreement or other documents executed in connection with this transaction will be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, Authorized Representative, agent or employee of the Agency or the County of Rockland in his or her individual capacity and neither the members of the Agency nor any officer executing such documents shall be liable personally on such documents or be subject to any personal liability or accountability by reason of the issuance thereof.

(d) The members of the Agency and the Executive Director of the Agency (as used in this resolution, each an "Authorized Representative") are each designated the Authorized Representative of the Agency and each of them is hereby authorized and directed to cause the execution and delivery of the documents set forth herein and to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents, and to do and cause to be done any and all acts and things necessary or proper for carrying out this resolution

or the Project Agreement, including such changes or revisions in the forms of such documents as may be requested.

(e) The members of the Agency are also each designated as an Assistant Secretary of the Agency, authorized to perform all of the duties of the Secretary of the Agency under the Act and the By-Laws of the Agency with respect to the transactions authorized by this resolution.

Section 7. Commercial Project Determinations.

The Agency hereby further 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 allow the property to continue to generate ratables for the County and the other taxing jurisdictions.
3. The Project will lead to the retention and generation of employment in the County.

Section 8. SEQRA.

The Agency further determines that the Project involves the re-use of an existing facility and is a Type II action.

Section 9. Authorization to Proceed.

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

Section 10. 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 sales tax exemption and an exemption from mortgage taxes on amounts borrowed to refinance the existing mortgage and for the renovation, construction and equipping of the facility.

Section 11. 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 12. 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 13. 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 14. Counsel to the Agency.

The law firm of Montalbano, Condon & Frank, P.C. is appointed Counsel to the Agency for the Project.

Section 15. 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 16. 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 17. 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.

Section 18. Prevailing Wage:

Applicant shall upon completion of the Project, provide certified payroll information confirming compliance with the prevailing wage policy of the Agency.

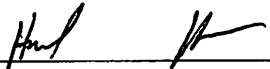
VOTE OF BOARD:

Aye: 3                      Nay: 0                      Abstain: 1

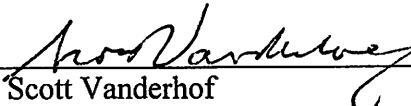
Adopted: July 18, 2013

CERTIFIED to be a true and correct copy of the resolution adopted on July 18, 2013 by the Members of the County of Rockland Industrial Development Agency.

COUNTY OF ROCKLAND INDUSTRIAL  
DEVELOPMENT AGENCY

By:   
Name: HOWARD H. GILMAN  
Title: SECRETARY

Approved: July 23, 2013

  
C. Scott Vanderhof  
County Executive of the  
County of Rockland

Accepted: July 18, 2013

EMPIRE EXECUTIVE INN, LLC

By:   
Name: Joshua Goldstein  
Title: Manager