

**ROCKLAND ECONOMIC ASSISTANCE CORPORATION  
INDUCEMENT AND AUTHORIZING RESOLUTION  
Regarding the**

**NORTHERN MANOR MULTICARE CENTER, INC. PROJECT**

WHEREAS, Northern Manor Multicare Center, Inc. (the "Applicant" and/or the "Company") has submitted an Application for Financial Assistance to the Rockland Economic Assistance Corporation ("REAC") for financial assistance with respect to refinance, redevelopment and update an existing skilled nursing facility located at 199 North Middletown Road, Nanuet, New York (the "Premises"); and

WHEREAS, the Application for Financial Assistance dated August 4, 2022 sets forth certain information with respect to the Applicant, including the following: that the Applicant requests an exemption from the mortgage recording tax in the amount of \$46,221.00 with respect to a mortgage in the amount of \$4,402,000.00 to be granted to secure the debt issued to refinance the project, that the Project will create benefits in the County by providing improvements to a skilled nursing facility and that the requested financial assistance will reduce the overall costs to the Applicant.

WHEREAS, in its application, the Company has represented that the Project is expected to retain 250 jobs and create 10 full time and 5 part time new jobs in the Town of Clarkstown, County of Rockland, and the State of New York within three (3) years of the completion of the improvements and updates, and has made additional factual representations concerning itself and the Project upon which the REAC is relying in adopting this resolution; and

WHEREAS, based upon the Application for Financial Assistance, REAC believes that the Project furthers the purposes of REAC, will provide significant benefits and services for the resident of the County, and will provide additional employment within the County; and

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

NOW, THEREFORE, the ROCKLAND ECONOMIC ASSISTANCE CORPORATION HEREBY RESOLVES AS FOLLOWS:

Section 1.     Qualification of Project.

(A) REAC hereby determines that the Project will be located in the Town of Clarkstown, New York and will consist of the redevelopment, upgrading and equipping of a skilled nursing facility located at 199 North Middletown Road, Nanuet, New York 10954. REAC hereby determines that the financing of the Project is consistent with the powers and purposes for which REAC was established.

(B) Any Authorized Representative of REAC is authorized to execute, acknowledge and deliver the Project Agreement with such changes, insertions and omissions as may be approved by the Authorized Representative. The execution of the Project Agreement 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 REAC to any document executed by an Authorized Representative and to attest to the same.

(C) All covenants, stipulations, obligations and agreements of REAC contained in this resolution and the Project Agreement are deemed to be the covenants, stipulations, obligations and agreements of REAC 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 REAC or the members thereof by the provisions of this resolution or the Project Agreement shall be exercised or performed by REAC or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

(D) 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 REAC or the County of Rockland in his or her individual capacity and neither the members of REAC 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.

(E) The members of REAC and the Executive Director of REAC (as used in this resolution, each an "Authorized Representative") are each designated the Authorized Representative of REAC 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.

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

## Section 2. Commercial Project Determinations.

REAC 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 refinance, upgrades and improvement of an existing skilled nursing facility and the acquisition of machinery and equipment for installation in the facility.

3. The Project will allow the property to continue 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.

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

\_\_\_\_\_ REAC further determines that the Project involves a Type I action and that the Town of Clarkstown, or its board(s) or committee(s) is the lead agency for a SEQRA review.

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 REAC 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 renovation, construction and equipping of the facility.

Section 6. Reimbursement of Costs of Expenses.

Any expenses incurred by REAC 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 REAC, its members, employees and agents and hold REAC 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 REAC in good faith with respect to the Project and the financing thereof.

Section 7. No Liability to County.

REAC, in adopting the Resolution, is acting as an instrumentality of and on behalf of the County. Obligations of REAC shall not be a debt or liability of the County, nor shall the County be a guarantor of any obligations of REAC.

8. Effect of Resolution.

In adopting this resolution, notwithstanding any other provision hereof, REAC assumes no responsibility for obtaining or assisting the Company in obtaining financing for the Project.



This resolution is not a contract between REAC and the Company and it shall not be construed as such.

Section 9. Counsel to REAC.

The law firm of Bleakley Platt & Schmidt LLP is appointed Counsel to REAC for the Project.

Section 10. Delivery of Resolution.

The Secretary of REAC 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 11. Expiration Date of Resolution.

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

Section 12. 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: December 1, 2022

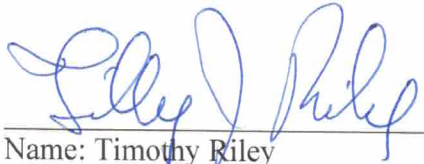
VOTE:

Aye 4 Nay 0

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CERTIFIED to be a true and correct copy of the resolution adopted on December 1, 2022, by the Members of the Rockland Economic Assistance Corporation.

ROCKLAND ECONOMIC  
ASSISTANCE CORPORATION

By:   
Name: Timothy Riley  
Title: Board Treasurer

Accepted: December 12, 2022

NORTHERN MANOR MULTICARE  
CENTER, INC.

By:   
Name: MICHAEL NOWICKI  
Title: CHIEF COMPLIANCE OFFICER