

## **AUTHORIZING RESOLUTION**

Regarding the Authorization of the  
County of Rockland Industrial Development Agency  
With  
**ASSISTED LIVING AT NORTHERN RIVERVIEW Project**

**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**, in order to settle prevailing tax grievances with the taxing jurisdictions, the Agency proposes to assist Assisted Living at Northern Riverview Inc. or its affiliate entity (collectively the "Company") in financing a project consisting of payment in lieu benefits ("PILOT") in amounts to be established by the affected taxing jurisdictions for an existing facility of the applicant, located at in the Village and Town of Haverstraw, New York (the "Premises") by entering into a Straight Lease transaction; and

**WHEREAS**, in connection with the Straight Lease transaction, the Company, as lessor, proposes to lease to the Agency, as lessee, pursuant to a head lease agreement (the "Head Lease"), the Premises; and

**WHEREAS**, the Agency, as lessor, proposes to lease back to the Company, as lessee, pursuant to a lease agreement (the "Lease Agreement"), the Premises described in the Head Lease; and

**WHEREAS**, the Agency, Company, the Town and Village of Haverstraw the County of Rockland and the North Rockland Central School District have negotiated a certain payment in lieu of taxes agreement ("PILOT Agreement") for the payment of taxes on the Premises; and

**WHEREAS**, in order to provide financial assistance to the Company for the Project, the Agency intends to enter into the Head Lease, the Lease Agreement, a PILOT Agreement and other related documents with the Agency (collectively the "Project Documents"); and

**WHEREAS**, based on the application to the Agency for financial assistance (the "Application for Financial Assistance") the Company represented to the Agency that the Project is expected to maintain employment in the Village and Town of Haverstraw, County of Rockland and State of New York and has made additional factual representations concerning themselves and the Project which the Agency is relying upon in adopting this resolution; and

**WHEREAS**, the Agency has made certain findings and determinations in its inducement resolution regarding the Project adopted on May 17, 2023, which by this reference are adopted and confirmed as though made on the date hereof;

**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 determined that the Project will be located in the Village and Town of Haverstraw, New York and will consist of the continued operation of a certain building located at 87-89 South Route 9 W, Haverstraw, to be leased and used by the Company as an Assisted Living Facility. Based upon the representations contained in the Application for Financial Assistance, the Project is expected to maintain the current full-time jobs currently existing at the Company.

Section 2. Any Authorized Representative of the Agency is hereby authorized to execute, acknowledge and deliver the Head Lease, the Lease Agreement, PILOT Agreement and other Project Documents, as may be approved by the executing party. The execution of any such Project Documents by the duly authorized executing party shall constitute conclusive evidence of any approval by this Section. The Authorized Representative of the Agency is hereby authorized to affix the seal of the Agency on any of the foregoing agreements and attest the same.

Section 3. Any Authorized Representative of the Agency is authorized to execute, acknowledge and deliver a Payment In Lieu of Taxes Agreement (the "PILOT Agreement"), if agreement is reached thereon, with such changes, insertions and omissions as may be approved by the Authorized Representative. The execution thereof by an Authorized Representative will be conclusive evidence of any approval by this Section.

Section 4. Any Authorized Representative of the Agency is hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for in connection with the execution of all Project Documents and to execute and deliver all such Project Documents, additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary, or in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this resolution and to cause compliance by the Agency with the terms, covenants and provisions of the Head Lease, the Lease Agreement, or any other Project Documents.

Section 5. The Chairman, any member of the Board of Directors, 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 all Project Documents with respect to the property comprising the Project in such form as deemed reasonable or necessary.

Section 6. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, the Head Lease, the Lease Agreement, or any other Project Document shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with 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, the Head Lease, the Lease Agreement, or any other Project Documents 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 7. No covenant, stipulation, obligation or agreement contained in this resolution, the Head Lease, the Lease Agreement, the Mortgage or any other Project Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the County of Rockland in their individual capacity and neither the members of the Agency nor any officer shall be subject to any personal liability or accountability by reason of the execution thereof.

Section 8. The law firm of Bleakly Platt & Schmidt LLP is hereby appointed counsel to the Agency for this Straight Lease transaction.

Section 9. The Chairman 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 10. This resolution shall take effect immediately upon approval by the County Executive of the County of Rockland as provided by the Act.

ADOPTED: November 28, 2023

VOTE:       Aye \_\_\_\_\_   Nay \_\_\_\_\_

*[INTENTIONALLY LEFT BLANK]*

Certified to be a true, correct and complete copy of the resolution adopted on November 28, 2023, by the Board of the County of Rockland Industrial Development Agency.

COUNTY OF ROCKLAND INDUSTRIAL  
DEVELOPMENT AGENCY

By: \_\_\_\_\_  
Peggy Zugibe, Secretary

Approved: \_\_\_\_\_, 2023

COUNTY OF ROCKLAND

By: \_\_\_\_\_  
EDWIN J. DAY  
County Executive of the  
County of Rockland